



**Adopted February 2021 BYLAWS  
Canton Arts Council Inc.**

**PREAMBLE**

**It is hereby affirmed that:** The Canton arts community wishes to support voluntary cooperation among local/regional art providers to inspire and support the arts; promote the arts by connecting artists with those interested in experiencing the arts; and nurture economic and cultural development to make Canton an arts destination.

**ARTICLE I**

**Section 1. Name:** The name of the organization shall be the Canton Arts Council, Inc.

**Section 2. Offices:** The principal office of the corporation shall be at such place in the State of Connecticut as the Executive Committee may designate from time to time.

**ARTICLE II – MISSION AND PURPOSE**

The purpose of the Canton Arts Council is to promote the arts by connecting local artists and arts organizations with the community. The Board of Directors shall establish coordination and cooperation through efforts designed to:

- a. Provide a forum and access to the exchange of the arts, while promoting and fostering the artists in Canton
- b. Provide resources including but not limited to education, training, and technical assistance.

**ARTICLE III – BOARD OF DIRECTORS**

**Section 1. Powers:** The care, control, and disposition of the assets of the Corporation and the management of its affairs are vested in the Board of Directors, which may exercise all the powers and authority granted to the Corporation by law.

**Section 2. Board Roles and Responsibilities:** The board is responsible for overall policy and direction of the organization, and may delegate responsibility of day-to-day operations to paid contractors, designated volunteers and committees. Board members are expected to: Attend meetings; be prepared for meetings; and contribute their wisdom, time, work, and/or wealth.

**Section 3: Number:** The Canton Arts Council Board of Directors shall consist of no more than nine members and a minimum of three members to include the President, Secretary and Treasurer.

**Section 4. Qualifications:** A Director shall meet one or more of the following qualifications:

- a. Access to financial or other resources;
- b. Expertise in the arts, business, fundraising, event promotion and/or production, communications, community relations, law, financial management, organizational leadership; and
- c. Dedication to the purposes of the Canton Arts Council, Inc. and willingness to invest significant time and/or resources in the promotion thereof.

**Section 5. Term of Office:**

- a. A term of office is one year, unless a Director is completing the unexpired term of a Director who is no longer on the Board. Terms begin and end at the Annual Meeting.
- b. After completing an initial term, a Director may be re-elected for an additional one-year term. A Director may serve up to three consecutive terms. A person who has been elected for three consecutive terms may be elected for another term after a year has passed since the expiration of his/her most recent term. The terms of Directors shall be staggered so that the terms of approximately one-third of Directors shall terminate each year.

**Section 6. Election:**



- a. The Nominating Committee shall present a slate of Directors to fill vacant positions and those of Directors whose terms have expired. New Directors shall be elected by a majority of Directors present at the Annual Meeting, provided there is a quorum present. Directors so elected shall serve a term beginning at the Annual Meeting.
- b. The Board shall notify all Directors of election procedures at least thirty days prior to the scheduled election. The Secretary shall be responsible for collecting, counting, and reporting election results to the Board in writing within fourteen days following the scheduled election.

**Section 7. Compensation:** Directors shall serve without compensation, with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval. In addition, any Director, upon approval of the Board of Directors, may be compensated for services provided to the Corporation in any capacity other than as Director.

**Section 8. Resignation, Removal and Absences:** A Director may resign at any time by delivering written notice to the Secretary or Board President. A Director may be removed from office, by a vote of not less than two-thirds of the Directors entitled to vote, at any meeting of the Directors called for that purpose, for which proper notice has been provided to all Directors. In the event that a Director fails to attend three consecutive meetings without reason, then at the next meeting of the Board of Directors, the Directors may vote on whether or not to remove that Director.

**Section 9. Newly-Created Directorships and Vacancies:** Newly created opportunities for filling an office resulting from an increase in the number of directors and vacancies occurring on the board of directors for any reason shall be filled by the board. When a vacancy on the board exists mid-term and there are six or more Directors on the board, the vacancy may be left unfilled until the Annual Meeting. When necessary to maintain a Board of at least six Directors, mid-year vacancies shall be filled by a majority vote of the remaining Directors. In the event of a tie vote, the President shall choose the succeeding Director. A Director elected to fill a vacancy shall be elected for the unexpired term of that Director's predecessor in office.

#### **ARTICLE IV – OFFICERS**

**Section 1. Officers:** The officers of the Board of Directors shall be a President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may designate. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. No more than two directors may share an office position, except for the office of Treasurer which shall be held exclusively by one director.

**Section 2. Terms:** Officers are elected annually by the Board of Directors. Officers may serve for up to two consecutive one-year terms and may serve beyond this period at the pleasure of the Board.

**Section 3. Duties:** The duties of the officers shall be as specified in the remainder of this Article, and as may be prescribed from time to time by the Board of Directors.

**Section 4. President:** The President shall convene regularly scheduled board meetings and shall preside at each. The President shall have general charge and direction of the business of the Board and shall represent the Board before the general public.

**Section 6. Secretary:** The Secretary shall keep the minutes of the meetings of the Board of Directors and shall give notice of all such meetings as required by these Bylaws. The Secretary shall also maintain the roster of the Board of Directors, including contact information and dates of terms of service. The Secretary shall have custody of such minutes, the seal, and the records of the Corporation, unless some other person is authorized by a resolution of the Board of Directors to have custody and possession thereof.

**Section 7. Treasurer:** Subject to the direction of the Board, the Treasurer shall have oversight of the funds of the Corporation. The Treasurer shall assist in the preparation of the budget and make financial information available to the



board members and the public. The Treasurer shall oversee any contractors or volunteers who are involved in the financial affairs of the Corporation to assure that appropriate procedures are being followed. All Canton Arts Council checks will require two signatures, the Treasurer and the President.

**Section 8. Removal:** All officers shall serve at the pleasure of the Board. An officer may be removed by a vote of the majority of all Directors. Said vote shall be taken at a duly constituted meeting of which all Directors shall have received notice.

**Section 9. Vacancies:** Should an office become vacant for any reason the Board shall fill such vacancy. Any officer elected by the Board to fill such a vacancy shall serve only the remaining time of the term of the predecessor unless re-elected by the Board.

#### **ARTICLE V – MEETINGS OF THE BOARD OF DIRECTORS**

**Section 1. Regular Meetings:** Regular meetings of the Board of Directors shall be held at least quarterly at such time and place as the Board of Directors shall designate, which shall be specified in its notice of meeting.

**Section 2. Annual Meeting:** The Annual Meeting of the Board of Directors shall be held in October or such other date as the Board of Directors shall designate.

**Section 3. Special Meetings:** Special meetings of the Board of Directors shall be held whenever the President or a majority of the Directors may deem advisable.

**Section 4. Meeting Notice:** Notice of the date, time, place, and purpose of all meetings of the Board of Directors shall be given in writing to each Director at least two days prior to such meeting. Such notice may be given by email or any other form of written communication. Unless stated in a written notice of the meeting, no vote on the removal of a director or the adoption, amendment or repeal of these bylaws or the Corporation's certificate of incorporation may occur.

**Section 5. Meeting Location:** Regular and special meetings of the board of directors may be held at any place in or out of the state of Connecticut. Unless stated in a written notice of the meeting, no vote on the removal of a director or the adoption, amendment or repeal of these bylaws or the Corporation's certificate of incorporation may occur.

**Section 6. Waiver of Notice:**

- a. A director may waive any notice required by law, the certificate of incorporation or these bylaws before or after the date and time stated in the notice. The waiver shall be in writing, shall be signed by the director, and shall be delivered to the secretary of the Corporation for inclusion in the minutes of the meeting or filing with the corporate records.
- b. A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless at the beginning of such meeting, or promptly upon his or her arrival, such director objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

**Section 7. Quorum and Voting:**

- a. Fifty percent (50%) of the Directors shall constitute a quorum for business decisions to take place and motions to pass.
- b. At any scheduled meeting where there is a quorum, the action of a majority vote of those Directors who are participating shall be an official act of the Board of Directors.
- c. Should urgent action be required between regular meetings, the President may convene a Special Meeting or may distribute a written motion by mail, email or facsimile that requires written consent by two thirds of Board Members to become effective.



**Section 8. Participation in Meetings by Telephone or Other Communication Methods:** A Director may participate in a meeting of the Board of Directors by means of conference telephone or other means of communication that enables all Directors participating in the meeting to hear one another. Such participation shall be deemed equivalent to presence in person.

**Section 9. Minutes:** The secretary shall record, or arrange to be recorded, the minutes of each meeting of the board of directors and upon adoption by the board of directors shall arrange for the retention of such minutes with the permanent records of the Corporation.

## **ARTICLE VI - COMMITTEES**

### **Section 1. Committees:**

- a. The Board may create committees, task groups and/or an Advisory Board, which except for an Executive Committee, may include non-Board members. The Board of Directors shall appoint all committee members. The President appoints all committee chairs. The Board may establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the business of the Corporation.
- b. The creation of a committee and the appointment of directors to a committee shall be approved by a majority of all the directors in office when the action is taken.

### **Section 2. Authority of Committees:**

- a. Executive Committee: The officers of the board 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.
- b. Other Committees: To the extent specified by the board of directors and not otherwise inconsistent with these bylaws, committees may exercise the power of the board, provided all the voting members of such committee are directors of the Corporation. Any other committee shall be advisory only. In no event may a committee do any of the following:
  1. fill vacancies on the board of directors or, except as provided in this section, on any of its committees.
  2. adopt, amend or repeal these bylaws or make changes to the Corporation's certificate of incorporation.
  3. approve a plan of merger or other corporate reorganization.
  4. approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation, other than in the usual and regular course of affairs of the Corporation.
  5. make a payment or authorize a payment on behalf of the Corporation except in accordance with any express authority, and subject to any limitations, granted by the board of directors; or
  6. approve a proposal to dissolve the Corporation.

**Section 3. Committee Rules:** The sections of these bylaws which govern board meetings including notice and waiver of notice, quorum and voting requirements for the board, action by the board without a meeting, and board meetings by conference technology, shall apply to committees and their members as well except that committees shall not be required to hold annual meetings.

**Section 4. Compliance with Standards of Conduct:** The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with the standards of conduct described in Section 33-1104 of the Connecticut Revised Nonstock Corporation Act.

**Section 5. Minutes:** Each committee shall keep regular minutes of its proceedings and report the same to the board of directors, and such minutes shall be retained with the permanent records of the Corporation.



#### **ARTICLE VII – MEMBERSHIP**

The Organization is not required to have members. The Organization is permitted to have one or more classes of members all of whom shall be non-voting members. The establishment of any class of members and the requirements for membership shall be as determined by the board of directors, provided, as aforementioned, in no event shall membership confer the right to vote. A meeting of the members may be held at such time and place as is determined by the board of directors, for such purposes as may be determined by the board of directors not inconsistent with the foregoing. This non-voting membership status would not prohibit the Organization, subject to authorization from the board of directors, from seeking input from members, whether through a survey, discussion at an annual meeting, or other ways, should the board of directors determine to seek such input, but any such input would be solely informational and would not require the Organization or the board of directors to take any action.

#### **ARTICLES VIII – AGENTS AND ATTORNEYS**

The Board of Directors may appoint agents and attorneys to perform duties as it so specifies.

#### **ARTICLE IX – FISCAL AND ORGANIZATIONAL ADMINISTRATION**

**Section 1. Fiscal year:** The fiscal year of the Corporation shall begin on the first day of each January.

**Section 2. Deposits:** The funds of the Corporation shall be deposited in the name of the Corporation in one or more institutions designated by the Board.

**Section 3. Checks:** All checks, drafts, endorsements, notes, and evidence of debt shall be signed by whichever officers or agents are designated to do so by the Board of Directors.

**Section 4. Loans:** No loans shall be made by and on behalf of the Corporation, except those authorized in advance by the Board.

**Section 5. Contracts:** Any officer or agent authorized by the Board of Directors may enter into contracts in the name of and on behalf of the Board.

**Section 6. Gifts:** The President or another officer or agent designated by the President may accept on behalf of the Corporation any contribution that is consistent with the Corporation's policies concerning gifts.

**Section 7. Written Notice or Consent:** Any written notice or consent required hereunder may, without limitation, be delivered by regular mail, hand or courier, electronic transmission or facsimile.

**Section 8. Books and Records:** The Corporation shall keep at its office correct and complete books and records of the accounts, activities and transactions of the Corporation, the minutes of the proceedings of the board of directors and any committee of the Corporation, and a current list of the directors and officers of the Corporation and their business addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

#### **ARTICLE X - INDEMNIFICATION**

**Section 1. Indemnification:** The Corporation shall indemnify its Directors, Officers, employees, agents, and volunteers to the maximum extent permitted by the Connecticut Revised Non-Stock Corporation Act, as amended.

#### **ARTICLE XI – CONFLICT OF INTEREST**



**Section 1. Compliance:** No Director or officer may engage in any excess benefit transaction as defined in Section 4958 of the Internal Revenue Code of 1986, as amended. The Board of Directors shall comply with provisions of sections 1127-1130 of the Connecticut General Statutes, as amended, regarding “conflicting interest” transactions.

**Section 2. Disclosure:** If any decision or action by the Board of Directors could reasonably be expected to materially benefit any Director or Director's family member or business associate, then that Director shall announce that a potential or actual conflict of interest exists before a decision is made or action taken.

**Section 3. Recusal:** No Director shall participate in discussion during a meeting of the Board of any matter that results in a conflict of interest, or vote on a motion involving any such matter.

**Section 4. Failure to Disclose:** Failure to notify the Board of a conflict or a potential conflict may result in loss of the Director position.

**Section 5. Conflicts of Interest; Adoption of Policy:** The Corporation shall adopt a conflict of interest policy to assure that any potential “directors’ conflicting interest transaction” as that term is defined in Section 33-1127 of the Connecticut Revised Nonstock Corporation Act, or any potential “excess benefit transaction” involving a “disqualified person,” (including a director or officer of the Corporation) as those terms are defined in Section 4958 of the Internal Revenue Code, shall only be undertaken after the requisite disclosure, determinations and voting by directors as provided in Sections 33-1129 and 33-1130 of the Connecticut Revised Nonstock Corporation Act and under any relevant regulations of the Internal Revenue Service.

**Section 6. Disclosure; Annual Review of Policy:** The conflict of interest policy shall be reviewed by the board at least annually. At the time of their election or appointment, each director or officer of the Corporation may be asked to complete a disclosure statement identifying all related parties of the director or officer who have a conflicting interest with respect to any transaction between such person and the Corporation. These statements shall be kept on file at the Corporation's office. These statements shall be updated annually and any additions or other changes shall be made by the director or officer in writing as they occur.

#### **ARTICLE XII – EQUAL OPPORTUNITY**

All acts of the Corporation shall support equality of opportunity as defined by law and in accordance with its Mission as stated in Article II, and shall not engage in any discrimination prohibited by law in employment, awarding contracts, providing services, and presenting programs.

#### **ARTICLE XIII – AMENDMENTS**

These bylaws may be amended by a vote of the majority of the Board of Directors present and voting. Any proposed amendment(s) to these bylaws shall first be submitted at any regular or special meeting of the Canton Arts Council Board of Directors for preliminary consideration. Only then, if preliminarily approved by a majority of the board, and placed on the agenda of the next succeeding regular or special meeting of the Association for formal adoption.

#### **CERTIFICATION**

These bylaws were approved at a meeting of the board of directors by a unanimous vote on February 23, 2021.