

## **CHARLES COUNTY ARTS ALLIANCE, INC.**

### **BYLAWS**

#### **Article 1 – Name and Purpose**

**Section 1: Name:** The name of this corporation shall be the Charles County Arts Alliance, Inc. No officer or agent of the CCAA shall use its name other than in a duly authorized manner.

**Section 2: Purpose and Mission:** The purpose of the CCAA shall be to stimulate, promote, encourage and provide recognition to the arts and the creative spirit in Charles County, Maryland. The mission of the CCAA is to promote all the arts: music, visual arts, drama, dance and literature. The CCAA is an Internal Revenue Service (IRS) 501(c)(3) nonprofit, tax-exempt charitable organization which serves to award Community Arts Development (CAD) grants to deserving local arts and non-arts organizations, award Arts in Education (AIE) grants to deserving schools, award arts scholarships, present cultural events and activities, produce an annual countywide arts festival, and build partnerships with other nonprofit organizations, local/state/federal government, and the business community to enhance the quality of life for the citizens of Charles County. The CCAA is the designated arts council for Charles County, and works closely with the Maryland State Arts Council, an agency of the Department of Business and Economic DevelopmentCommerce of the State of Maryland.

**Section 3: Goals and Objectives:** The CCAA Board of Directors (also referred to as “the Board”), shall develop long-term goals and annual operating objectives consistent with Section 2 above. The Board of Directors shall seek the views of local artists, arts organizations, and other interested organizations and individuals in developing these goals and objectives. The CCAA is guided by its long-term strategic plan, *Arts Vision 2020: A Strategic Plan for the Arts in Charles County*.

#### **Article 2 – Members**

**Section 1: Membership:** Membership is granted after completion and receipt of a membership application and annual dues.

**Section 2: Categories of Membership:** The Board of Directors may define and provide for different categories of members and corresponding dues.

**Section 3: Voting Rights:** Voting is restricted to current members. Each member shall have one vote on each question presented to the members. An organization shall have one vote.

**Section 4: Right of Members to be Informed and Participate:** All members shall have the right and shall be encouraged to participate in the CCAA affairs. Upon request, members shall be provided with a copy of the current Bylaws, the annual budget, and the most recent meeting minutes and treasurer’s report of the CCAA.

**Section 5: Annual Dues:** The annual dues shall be set by the Board of Directors. Membership is on a rolling basis and dues are payable at the time of application. Annual dues must be fully paid not later than 30 days after the membership anniversary date.

**Section 6: Transferability:** Membership shall not be transferable or assignable.

#### Article 3 - Meetings of Members

**Section 1: Order and Time of Membership Meetings:** All meetings shall be conducted in accordance with *Robert's Rules of Order*. There shall be no fewer than three membership meetings/events during the fiscal year. The annual business meeting will be the final membership meeting of the fiscal year.

**Section 2: Annual Business Meeting:** There shall be an annual business meeting of all members during the month of May, to be held at a time and location announced in advance. The business at the meeting shall include:

- (a) An election of incoming officers and members of the Board of Directors during odd-numbered years, and consideration and approval of any proposed amendments to the Bylaws in even-numbered years,
- (b) Annual reports by each of the CCAA officers and committee chairs, plus any others as determined by the Board of Directors.
- (c) Presentation of the projected CCAA budget for the coming fiscal year, and such other business consistent with the purpose of the CCAA.
- (d) Official minutes shall be taken, and these minutes plus any written reports provided during the annual business meeting shall be placed in the official records of the CCAA.

**Section 3: Special Meetings:** Special meetings of the membership to consider specific business may be called by the President, the Board of Directors, or at least 33 percent of the paid membership.

**Section 4: Quorum:** A quorum at any CCAA membership meeting shall be the number of paid members present at that meeting.

#### Article 4 – The Board of Directors

**Section 1: Authority:** The affairs of the CCAA shall be managed under the direction of the Board of Directors. Except as reserved to the members by law, the Articles of Incorporation or the express provisions of these Bylaws, all powers of the CCAA shall be vested in the Board of Directors. The Board may interpret, supplement and enforce these Bylaws, and all officers, agents and committees shall be subject to the Board in the discharge of their assigned duties and responsibilities.

**Section 2: Composition:** The Board of Directors shall be comprised of the three officers of the CCAA (President, Vice-President, and Secretary/Treasurer), the most recent Past President available, plus up to but not more than nine members.

**Section 3: Term:** Each member of the Board shall be elected and serve a two-year term of office, beginning on July 1 of odd-numbered years and ending on June 30 two years later.

**Section 4: Qualifications:** Only CCAA members may serve on the Board of Directors. Designated representatives of organizations are ineligible to serve on the Board of Directors unless they are CCAA members in their own right.

**Section 5: Election and Vacancies:**

- (a) The Board of Directors shall adopt procedures for the election of persons to the Board of Directors from the membership. The procedures shall include provisions for the Nominating Committee, and provisions for adequate notification of each forthcoming election to the membership. Elections for the two-year terms of members of the Board of Directors will take place during the annual business meeting in May in odd-numbered years.
- (b) Under normal circumstances, nominations for the Board of Directors will open 90 days prior to and be closed 45 days prior to the annual business meeting in May. The membership will be notified of the proposed slate of candidates no less than 30 days prior to the annual business meeting in May.
- (c) The President shall fill vacancies on the Board for the unexpired term of office with the approval of the Board of Directors. Vacancies will be filled by a majority vote of the Board during any scheduled Board meeting.

**Section 6: Meetings:** The new Board of Directors shall take office on July 1 after the annual business meeting in odd-numbered years in which they were elected. They shall adopt the annual schedule of regular Board meetings and membership meetings each year, and discuss other business as required. In addition, the Board shall hold two all-day retreats each year, one in the summer and one in the winter, for planning, evaluation, and in-depth discussions of CCAA policies, programs, budget and schedule.

**Section 7: Quorum:** A majority of the current members of the Board shall constitute a quorum.

**Section 8: Attendance and Responsibilities:** In agreeing to serve, each member of the Board accepts the responsibility of being a Board member, knowing the CCAA can function well only through the active participation of its Board of Directors, and that the Board of Directors is responsible for carrying out the purposes and overseeing the affairs of the CCAA on a day-to-day basis. To this end, the members of the Board have the right to request the resignation of and/or removal of any member who is absent from three consecutive meetings, regardless of whether they are Board, committee, or membership meetings/events. In the latter case, the provisions of Article 4, Section 10 shall apply. In carrying out their responsibilities under this Section, the Board shall be guided at all times by the importance of the CCAA having an active Board of Directors which is broadly representative of the arts community and responsive to the needs and interests related to the development of the arts in Charles County, as well as by the necessity of complying with any applicable legal requirements.

**Section 9: Manner of Acting; Right of Dissent:** A decision by a majority of the members of the Board at a Board meeting at which a quorum is present shall be the action of the Board. Each member shall be presumed to have assented to any action of the Board taken at a meeting at which that member is present unless that member announces dissent at the meeting. Any dissent so announced shall be entered into the record of the meeting.

**Section 10: Removal:** Under severe circumstances, a Board member may be removed by a 2/3 majority decision by of the Board members.

**Section 11: Liability:** The CCAA Board of Directors shall, in the exercise of their legal and fiduciary duties, be covered by appropriate and adequate directors and officers insurance, and liability insurance.

## Article 5 – Officers

**Section 1: Officers and Terms:** The officers of the CCAA shall be a President, a Vice-President and Secretary/Treasurer. Officers shall be elected for a term of two years from July 1 of odd-numbered years through June 30 two years. The President and Vice-President may only serve two consecutive two-year terms.

**Section 2: President:** The President shall preside at meetings of the Board and at meetings of the membership. In addition to performing such duties as prescribed by law, the President, as chief executive officer, shall see that the orders and resolutions of the Board are carried into effect and shall be an ex officio member of all CCAA committees. The President shall perform such other duties as may be prescribed by the Board, and shall be authorized generally to act for or represent the CCAA in all cases where action of another officer is not required by law or provided for in these Bylaws or by the Board of Directors.

**Section 3: Vice-President:** The Vice-President shall perform the duties and exercise the powers of the President during the absence or disability of the President. Should the President resign or be unable to fulfill the duties of the office, the Vice-President shall become the President for the duration of the unexpired term of office.

**Section 4: Secretary/Treasurer:** The Secretary/Treasurer shall fulfill and be responsible for all duties prescribed by law governing nonprofit organizations. The Secretary/Treasurer shall be responsible for the timely filing of all reports and documents required and/or requested by agencies of the Federal, State or County. The Secretary/Treasurer shall have custody of all CCAA corporate funds and shall responsible for the full and accurate accounts of all financial receipts and disbursements. The Secretary/Treasurer shall deposit monies and valuables that are the property of the CCAA in such depositories as may be designated by the Board. The Secretary/Treasurer shall disburse funds of the CCAA as ordered by the Board, making proper records of those disbursements, and shall render to the President and Board at regular meetings of the Board and whenever requested by them, a full and accurate account of all financial transactions and of the overall financial condition of the CCAA.

**Section 5: Removal of Officers:** Pursuant to Article 4, Section 8, or for willful failure to fulfill and complete the duties accepted by the individual, an officer may be removed by a 2/3 decision of the Board of Directors.

## Article 6 – Committees

**Section 1: Executive Committee:** The Executive Committee is comprised of the three officers of the CCAA plus the most recent Past President available. It is empowered to make day-to-day decisions that may be required or necessary on an interim basis between meetings of the Board of Directors, and shall report such decisions to the Board.

**Section 2: Grant Committee:** The Grant Committee is responsible for the review and assessment of Community Arts Development (CAD) grant applications submitted by qualified nonprofit organizations based in Charles County (or organizations which conduct the majority of their events/activities in Charles County). The Grant Committee also makes the recommendation of appropriate funding in each case, for subsequent approval by the Board of Directors. This committee will be chaired by a member of the Board of Directors.

**Section 3: Budget, Finance and Audit Committee:** The Budget, Finance and Audit Committee is responsible for development of the proposed annual budget of the CCAA for review and approval by the Board of Directors, assistance with the annual CCAA grant application and budget request to state and local governments, respectively, submission of the IRS Form 990 annually, and arranging for ~~the annual timely audits~~ or financial review and any follow-up actions in compliance with State and Federal guidance. This committee will be chaired by a member of the Board of Directors.

**Section 4: Membership Committee:** The Membership Committee is responsible for promoting CCAA membership growth and retention, and for developing new initiatives in this regard. This committee will be chaired by a member of the Board of Directors.

**Section 5: Events Committee:** The Events Committee plans and executes all CCAA membership receptions and any special events as requested, excluding the annual ArtsFest. This committee will be chaired by a member of the Board of Directors.

**Section 6: Outreach and Marketing Committee:** ~~The Outreach and Marketing Committee is responsible for overseeing CCAA marketing, publicity, promotion, networking, dissemination of materials, and encouraging public engagement through CCAA presence at community events, through partnerships, and other means as determined by the Board. This committee will be chaired by a member of the Board of Directors.~~

**Section 7: Scholarship Committee:** The Scholarship Committee oversees the CCAA Arts Scholarship Program. This committee will be chaired by a member of the Board of Directors.

**Section 8: ArtsFest Committee:** The ArtsFest Committee shall be responsible for planning and carrying out all aspects of a CCAA-sponsored annual countywide festival and other similar arts programming. This committee will be chaired by a member of the Board of Directors.

**Section 9: Gallery Committee:** ~~The Gallery Committee is responsible for managing the public gallery spaces of the CCAA, including coordinating calls for artists and hanging artworks, ensuring that these gallery spaces are fully utilized, and ensuring that the CCAA sponsored art shows and exhibiting artists are widely publicized to the Charles County citizens. This committee will be chaired by a member of the CCAA Board of Directors.~~

**Section 10: Other Committees:** The Executive Committee shall appoint from the membership other committees to carry out specific matters or operational concerns, subject to limitations of law and these Bylaws. One such committee shall be a Nominating Committee for the purpose of identifying candidates for election to the Board. Another such committee shall be the Arts Vision 2020 Committee, responsible for implementation of *Arts Vision 2020: A Strategic Plan for the Arts in Charles County, Maryland*.

**Section 11: Procedures:** Subject to law and any requirements the Board may impose, each committee may adopt such procedures as to notice of meetings and other matters it determines are most appropriate. Committee chairs shall make regular, timely reports to the Executive Committee, the Board of Directors and/or the membership during meetings when asked by the President. All CCAA committee chairs and committee members must be current members of the CCAA. CCAA employees may support committees upon the invitation of the President and/or committee chair.

## Article 7 – Records

The CCAA shall retain at its principal office full and accurate financial records and records pertaining to required filings with Federal, State and local authorities. It also shall retain full and accurate minutes of any meetings of the Board of Directors, the Executive Committee, and the membership. The CCAA shall retain a full and accurate record of the names and addresses of all current members. The CCAA shall also retain file copies of its official correspondence, newsletters and reports.

#### **Article 8 – Checks, Contracts and Gifts**

**Section 1: Contracts:** The CCAA Board of Directors may authorize, on a case by case basis, a Board member to enter into a specific contract or execute a specific instrument on behalf of the CCAA.

(a) Memoranda of Understanding: The CCAA may enter into Memoranda of Understanding, hereinafter referred to as "MOU," with individuals, groups, organizations, and businesses with whom which it conducts projects, business, or affairs, for the purpose of achieving the various aims and objectives relating to the activities of the CCAA. The MOU shall set out the work arrangements that each of the partners agree are necessary to complete a particular project, and will provide the framework for any future binding contract that may be entered into between the CCAA and its partner(s).

**Section 2: Checks, Drafts and Related Instruments:** All checks and orders for the payment of money, notes or other evidence of indebtedness issued in the name of the CCAA shall be signed by the Treasurer or the President.

**Section 3: Gifts and Donations:** No gifts or donations may be accepted for use for any purpose that is not an authorized purpose of the CCAA.

#### **Article 9 – Conflict of Interest, Code of Conduct and Transparency**

The Board shall enforce policies pertaining to conflict of interest, code of conduct, and transparency that shall include at least the following:

(a) A conflict of interest policy requirement that all members of the Board of Directors, staff and other individuals having authority with respect to grants or awards of the CCAA (including members of the Grant Committee) shall file a disclosure statement of their affiliations or other close connections with local arts and/or other nonprofit organizations seeking CCAA grant funding, including the affiliations of members of their immediate family.

(b) A conflict of interest policy requirement that no person shall act for the CCAA in evaluating, approving or voting upon any grant application if he/she participated in developing the application, has a direct financial interest in or is closely connected with the proposing party as an officer, volunteer, regular employee, principal financial supporter or person occupying some other position or relationship which might be construed as a potential real or perceived conflict of interest.

(c) A code of conduct policy requirement that all members of the Board of Directors shall serve in a fiduciary capacity, placing the financial interests of the CCAA above their own personal financial interests; conducting themselves, making Board recommendations, and taking Board decisions with impartiality, professional ethics and integrity. In the event of conflict between the CCAA financial interests and a Board member's personal financial interests (including those of his/her employer), Board members shall recuse (disqualify) themselves from participating in the particular matter under discussion by the Board. In the case of violations of this code of conduct policy, Board members shall be removed from the Board under the provisions of Article 4, Section 10.

(d) A transparency policy requirement that meetings of the Board of Directors shall be open and accessible to the public, except at closed meetings as may be authorized to discuss personnel matters, protect proprietary information, or for other good cause as determined by the Board.

#### **Article 10 – Nondiscrimination**

~~The CCAA's programs are aimed at benefiting all Charles County residents regardless of political or religious opinion or affiliation, marital status, race, color, creed, age, national origin, sex or sexual orientation, physical or mental disability, or geographic location within the County. The CCAA's programs are aimed at benefiting all Charles County residents regardless of political or religious opinion or affiliation, marital status, race, color, creed, age, national origin, sex or sexual orientation, physical or mental disability, or geographic location within the County.~~

#### **Article 11 - Parliamentary Authority**

Unless otherwise determined by resolution of the CCAA Board of Directors, the parliamentary authority applicable to any CCAA meeting shall be *Robert's Rules of Order*.

#### **Article 12 – Amendments**

The CCAA Bylaws shall be reviewed during even-numbered years and may be amended as required. Under normal circumstances, proposed amendment(s) shall be discussed and approved at the CCAA annual business meeting in May.

#### **Article 13 – Employees**

**Section 1: General:** The CCAA Board of Directors may employ such permanent or temporary employees as is necessary to implement the policies and decisions of the Board.

**Section 2: Employees:** CCAA employees shall be subject to an annual contract of employment, a mid-term review, and an annual review of performance. Employees cannot chair or be a voting member of any CCAA committee, but may attend such meetings as are required as a condition of employment, or at the request of the President or committee chair. CCAA employees may not be members of the CCAA Board of Directors, but may be members of the CCAA.

~~Presented to CCAA Board~~Revised April 2, 2020 (following —Board Meeting) March 14, 2020

Colin Mably