

BYLAWS OF THE CHILTON COUNTY ARTS COUNCIL, INC.

ARTICLE I. LOCATION OF CORPORATION

The name of this corporation shall be The Chilton County Arts Council, Inc. and the principal office of this Corporation shall be located in the City of Clanton, County of Chilton, State of Alabama.

ARTICLE II. PURPOSES OF CORPORATION

The purpose for which this Corporation is organized is the transaction of any and all lawful actions for which corporations may be incorporated under the Alabama Nonprofit Corporation Act and the laws of the State of Alabama. Without limiting the foregoing, the following purposes apply:

- a. To serve Chilton County and the surrounding areas for the promotion of art and artists.
- b. To provide information on art shows, events and gallery exhibits to all interested parties.
- c. To by any lawful manner, acquire, use, transfer and/or dispose of any property, whether real, personal or mixed, at the discretion of the Board of Directors.
- d. In order to carry out these and any other lawful purposes, the Corporation shall have and exercise any and every power conferred on it by the laws of the State of Alabama, exclusively for religious, charitable, scientific, literary and educational purposes, all for the public welfare, for which a nonprofit corporation, organized under the provisions of the Alabama Nonprofit Corporation Act, as from time to time amended, can be authorized to exercise, but not any other power.
- e. The Corporation shall have nor exercise any power which would prevent it from qualifying as an organization described in Section 501(c) of the Internal revenue Code of 1954 (the "code") as exempt from taxation under Section of 501(a), so long as said Internal Revenue Code shall contain such provisions.

ARTICLE III. NON-DISCRIMINATION

The Chilton County Arts Council does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors, and clients.

ARTICLE IV. MEMBERSHIP

Section 1. MEMBERSHIP

Membership in this Corporation shall be open to all individuals, not having been previously removed for cause or otherwise restricted from membership, interested in the objectives of Article II and membership shall become effective immediately upon payment of annual dues.

Section 2. MEMBERSHIP RIGHTS

A Board of Directors made up of up to nine (9) members shall oversee all operations of the Corporation and represent the best interests of the membership and the Corporation. Members shall be eligible to serve on Committees created by the Board as needed. There will be no general member meetings unless called with due notice by the Board. General members have no voting rights with respect to the Corporation and its activities unless explicitly granted by the Board.

Section 3. RESIGNATION OF MEMBERSHIP

The resignation of a member, in writing, shall become immediately effective upon delivery to the Secretary of the Corporation. No member may transfer their membership status to any other person, under any circumstances or for any reason whatsoever, without the explicit approval of the Board.

Section 4. TERMINATION OF MEMBERSHIP

The Board may remove a member by majority vote for any reason deemed sufficient by the Board of Directors as per **AL Code § 10A-2-8.43**.

ARTICLE V. DUES AND FUNDS

Section 1. Dues

Each member shall pay annual dues in an amount set by the Board, as amended from time to time. Dues are due on January 1 of each year and delinquent as of March 1 of the current membership year. A person wishing to become a member on or after July 1 shall be liable for payment of dues in the amount of $\frac{1}{2}$ the then current annual dues amount.

Section 2. Donations and Sponsorships

Donations and sponsorships shall be accepted in accordance with guidelines set by the Board.

Section 3. Treasurer's Provisions

The Treasurer's books shall be audited annually by a Committee appointed by the President and approved by the Officers. The fiscal year shall be January 1 – December 31. All funds of this Corporation shall be deposited into the bank account of the Chilton County Arts Council, Inc. and shall be disbursed by the Treasurer and/or President with the approval of the Board. No other accounts shall be opened without a favorable vote of the Board, to be recorded in the meeting minutes or if done outside an official meeting, such vote and action shall be recorded in a Memorandum of Special Act, to be filed at the office in the same location as meeting minutes.

Section 4. Personal Liability

No personal liability shall attach in any event to any member of the Corporation in connection with any of its undertakings, but all liability shall be limited to its common funds and assets. Neither the Board or the Officers shall have the authority to borrow money or incur indebtedness or liability in the name of or on behalf of the Corporation. No contract shall be entered into and no obligation shall be incurred

beyond funds on hand or in the bank after deducting or providing for the total of all unpaid accounts, obligations and liabilities.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of up to nine (9) elected Officers, appointed Officers and Committee Chairs. New Boards shall be elected at the Annual Meetings.

Section 2. The Board of Directors shall have charge and control of the affairs, funds and properties of the Corporation and retains the right to reschedule meetings when necessary.

Section 3. The resignation of a Board member or Officer, in writing, shall become immediately effective upon delivery to the Secretary of the Corporation. No Director or Officer may transfer their position or status to any other person, under any circumstances or for any reason whatsoever, without the explicit approval of the majority of the Board.

Section 4. The Board may remove a Director by majority vote for any reason deemed sufficient to the Board of Directors as per **AL Code § 10A-2-8.43**.

ARTICLE VII. OFFICERS AND THEIR ELECTION

Section 1. Election and Appointment

Elected officers of the Corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer. They shall perform the duties outlined in Article VII of these Bylaws and any such other responsibilities as assigned by the President individually or the Board collectively.

Section 2. Nominations and Election

Nominations and elections shall be announced at the meeting immediately preceding the vote. The actual voting will be done at the Annual Meeting. Nominating potential officers shall be done by blind ballot. Each potential officer shall state any objection to being elected before voting begins. Each member of the voting body shall then list the offices on a piece of paper and the person they wish to nominate for a particular office beside the name of that office. The votes shall then be counted and recounted once by the Board members assembled. Voting will then be declared completed. The results shall be announced upon the conclusion of the recount and recorded in the Minutes. Newly elected officers shall take office at the next meeting, although preparation and organization may begin immediately upon conclusion of the Annual Meeting.

Section 3. Officers

Officers shall be elected at the Annual Meeting. If there is only one nominee for a particular office they shall be declared elected. Officers shall serve for a term of one year or until their successor is elected with the exception of the Treasurer, who shall serve until an audit is completed. No member may hold more than one office at a time.

Section 4. Committee Chairs

Committee Chairs shall be appointed by the President with the approval of the Board.

Section 5. Vacancies

A vacancy in the office of the President shall be filled by the Vice-President. A vacancy in any other elected office will be filled by a member selected by the Board.

ARTICLE VIII. DUTIES OF THE OFFICERS

Section 1. President

The President shall preside at all Board meetings, appoint standing and special committees unless otherwise provided in these Bylaws, serve as ex-officio member of all committees except any nominating committee, co-sign checks with the Treasurer in excess of \$300.00 and sign checks in excess of \$300.00 in the case of absence or inability of the Treasurer and be the official representative of the Corporation.

Section 2. Vice-President

The Vice-President shall serve as an Aide to the President and in the event of absence or inability of the President perform the duties of the Office, co-sign checks in the amount of \$300.00 or more in the absence of the President or Treasurer, succeed to the Office of the President in the event of vacancy and serve as Chair of the Membership Committee, maintaining a current roster of the Membership. No name shall be submitted for the Membership roster unless the member's dues have been paid in full and received by the Treasurer.

Section 3. Recording Secretary

The Recording Secretary shall keep accurate and complete minutes of all Board meetings and have them available at all meetings, have available at all meetings the current Bylaws and Standard Operating Procedures (SOPs), keep on hand a current, accurate roster of all members, phone numbers and addresses, present copies of the minutes at all Board meetings and to the President within one week of all meetings, conduct correspondence as directed and read aloud such correspondence to the Board as requested by the President, register attendance of the Directors at all Board meetings and collect all publicity, photographs and memorabilia, maintain files of printed materials and provide electronic files for publication on the official website when possible.

Section 4. Treasurer

The Treasurer shall be the custodian of all funds, keep an itemized accounting of all receipts and disbursements, present a financial report at each Board meeting, disburse funds as directed by the Corporation, co-sign all checks with the President in excess of \$300.00, deliver annual report, deposit all funds of whatever kind and source within one week of receipt retaining duplicates of all deposit slips, submit all financial information and books to the Finance Committee by March 1, provide a copy of the Treasurer's Report to the President and Secretary before each meeting of the Board, file any required government forms and prepare an accounting of the disbursement of all budgeted items and notify the Chairman and officers of balances of funds budgeted for use to continue the Corporation's function.

ARTICLE IX. MEETINGS AND QUORUM

Section 1. Meetings

Meetings of the Board of Directors and General meetings of all members shall be held as notified at the direction of the President. There shall be no less than four (4) Board meetings per calendar year.

Section 2. Special Meetings

Special meetings shall be held at the request of five (5) members or by direction of the President with at least three (3) days notice.

Section 3. Annual Meetings

The annual meeting shall be the January meeting. All materials pertaining to offices shall be presented to the succeeding officers on or before the annual meeting, except for the Treasurer's books. The Treasurer's book must be presented no later than March 15th after auditing by the Finance Committee.

Section 4. Quorum

51% of the members of the Board of Directors shall constitute a quorum at any Board meeting. Votes taken at any meeting shall be decided by a simple majority of the Board members present.

Section 5. Notice

Notice or notifications may be given by postal mail, email, text message, online chat or telephone, with members specifying their preference, if any, on their membership application.

ARTICLE X. COMMITTEES

Section 1. Standing Committee Chairs

All standing committee chairs shall be appointed by the President with recommendations from the officers.

Section 2. Committees

No committee projects shall be undertaken without the approval of the Board of Directors.

Section 3. Standing committees

The standing committees shall be Finance, Membership, Marketing, Sponsorship and Events.

Section 4. Special committees

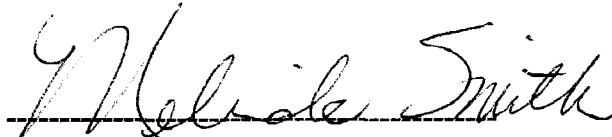
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Section 5. Composition and Duties

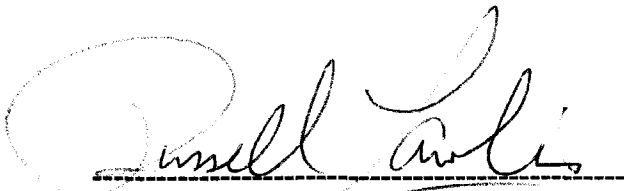
a. The Finance Committee shall audit the books and prepare a budget for approval at the annual

THESE BYLAWS OF THE CHILTON COUNTY ARTS COUNCIL, INCORPORATED WERE
FORMALLY ADOPTED BY VOTE OF THE BOARD OF DIRECTORS ON
MARCH 25, 2022

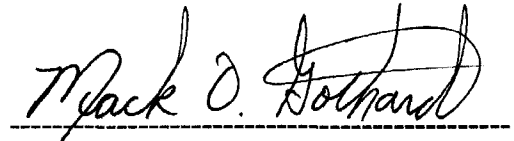
BOARD OF DIRECTORS



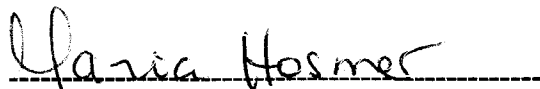
President



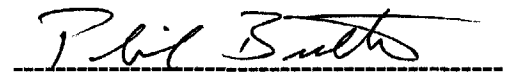
Vice-President



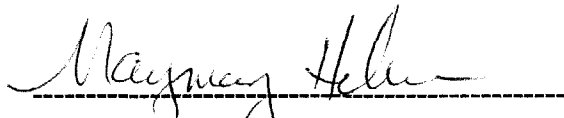
Treasurer



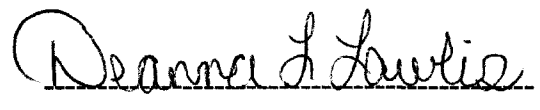
Secretary



Director



Director



Director