

**By-laws of the Washington County Arts Council, Inc. (WCAC)  
(a non-profit corporation)**

**Article I**

The name of this corporation shall be the “Washington County Arts Council, Inc.”.

**Article II**

Mission Statement: The purpose of the WCAC is to foster the excellence, diversity, and vitality of the arts that will enrich the lives of the people of Washington County and enhance the social, cultural, and economic qualities of the community.

WCAC is to promote the arts through such means as:

- Advocate for the arts at local, state, and national levels in both the public and private sectors.
- Provide and act as a clearing house and be a repository of arts information.
- Coordinate and promote arts activities.
- Collect, raise, and disseminate funds for the arts.
- Encourage the maintenance or construction of appropriate facilities for the arts.
- Encourage artistic excellence.

**Article III**

Prohibited Activities

The corporation or any member representing the corporation shall not:

- Benefit or receive any part of the corporation’s net earnings except when the corporation has the authority or power to pay reasonable compensation for services rendered to the corporation.
- Participate in any political campaign on behalf of WCAC for any candidate for public office.
- Engage in any activities prohibited by the by-laws of this corporation, by the State of Maryland or by any Internal Revenue codes regulating non-profit organizations.

**Article IV**

Office Location

The principal office of this corporation shall be in Washington County, Maryland.

## **Article V**

### **Members**

#### **A. Membership**

All persons expressing an interest in the arts and the goals of this corporation may become members by paying dues established by the corporation and designated within the categories of:

- Student membership
- Senior Citizen Membership
- Artist & Teacher Membership
- Individual Membership
- Family Membership consisting of two or more members of the same household.
- Business Membership
- Sponsor Membership
- Patron membership
- Non-profit Organization Membership

## **Article VI**

### **Board of Directors**

#### **A. Number.**

Directors of this corporation shall be a minimum twelve (12) in number and each must be a current member of the WCAC; ex-officio members shall be non-voting and are not required to be members of WCAC.

#### **B. Term of office.**

All members of the Board of Directors will be elected to three-year staggered terms.

- No more than six members of the Board of Directors will be elected or re-elected at any given time.
- No member of the Board of Directors may serve more than three (3) elected consecutive terms. Said members would be eligible for re-election after only one (1) year of absence from the Board of Directors.

#### **C. Election of the Board of Directors.**

- The Nominating Committee shall prepare a list of qualified individuals of diverse backgrounds to fill open Board positions including those positions which will become vacant at the end of the current term and to present a slate of these names to the Board for nomination at the March Board meeting. This list may include those current Directors who are eligible for a second term and who chose to be considered for an additional term. Additional nominations can be made by Directors during the March Board meeting. Directors shall be elected by a simple majority of those Board Members present at the June Board meeting provided there is a quorum.

D. Presiding Officer.

The President, Vice-president, Past-president, or designee chosen by the members present shall preside over all sanctioned meetings of the Board of Directors or general membership.

E. Vacancies.

Any vacancy of a director's term that is not expired shall be filled for the remaining portion of that term by an election of a quorum of the remaining directors.

F. Quorum.

A majority of the directors shall constitute a quorum at each meeting of the Board of Directors.

G. Voting.

Each director shall have one vote and the exercise of power will be based upon a majority decision, either at a meeting or via an electronic vote.

H. Duties and Powers.

The Board of Directors shall be responsible for:

- Control and management of all business affairs.
- The property of the Corporation.
- Action congruent to the Articles of Incorporation, Laws of the State of Maryland, and Internal Revenue Codes.

I. Annual Financial Review, Compilation or Audit.

An annual financial review, compilation, or audit of the books and accounts will be conducted by a certified public accountant at the end of each fiscal year in accordance with Maryland State regulation or law.

J. Meetings.

Meetings will be held at least four times yearly either in person or virtually with additional meetings held if requested by the President or designee or a majority of the Board of Directors. Roberts Rules of Order shall serve as the basis for Parliamentary procedures.

K. Notice of Meetings.

- A notice to all directors will be distributed one week prior to any meeting.
- A notification of not less than three days will be distributed for special meetings.

L. Open meetings.

Any member may attend any Board of Directors meeting.

M. Removal of Board Members.

A Board Member may be removed by a majority vote of all the Board of Directors provided:

- He/she has knowingly violated the by-laws of this corporation.
- He/she has been provided a notice of intent and listing of charges by the Board of Directors and has an opportunity to answer said charges at a meeting of the Board of Directors.
- Any member of the Board of Directors may be removed by a majority vote of all the Board of Directors following three (3) consecutive absences by said member.

## **Article VII**

### Officers

#### A. Officers, elections, and terms.

The officers of the corporation shall include one President, one Vice-president, one Secretary, and one Treasurer, None may hold more than one office. All officers shall:

- Be elected by the Board of Directors from among its members.
- Continue to be members of the Board of Directors.
- Elected at a regular meeting following the annual elections of members of the Board of Directors.
- Serve a term of one year and thereafter until a successor is elected.
- Serve on the Executive Committee.

#### B. President.

The President shall:

- Act as Chairperson of the Board of Directors.
- Serve on the Executive Committee.
- Effect all orders and resolutions of the Board of Directors.
- Assist Treasurer and Executive Director with budget preparation.
- Meet annually to conduct the performance review of the Executive Director.

#### C. Vice President.

The Vice President shall:

- Perform all duties in the absence of the President.
- Serve on the Executive Committee.
- Chair such committees, as the President shall designate.

#### D. Secretary.

The Secretary shall:

- Record the minutes and votes of all meetings.
- Serve on the Executive Committee.
- Make available to all members of the Board of Directors and the Executive Director the minutes and votes of said meetings in a timely manner.

#### E. Treasurer.

The Treasurer shall:

- Provide financial reports at Board meetings.
- Advise and assist President and Executive Director with annual budget preparation.
- Perform such duties as assigned by the Board of Directors.
- Serve on the Executive Committee.

## **Article VIII**

### Committees

- A. The Executive Committee, consisting of all officers, shall meet as required to conduct the business or the corporation.
- Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer and Development Chair.
  - Written minutes will be recorded and distributed to Board of Directors.
  - A quorum of three officers must be present to conduct business.
  - Action taken by the Executive Committee requires a simple majority vote of Executive Committee at a meeting or by electronic vote.
- B. The Board shall establish committees to address the needs of the Washington County Arts Council.
- Committees may include, but not be limited to the functions and needs of:
    - Planning, membership, fund raising, budget and finance, grants, board development, by-laws, special programs, public relations, marketing, and volunteer activities.

## **Article IX**

### Miscellaneous

A. Seal.

The seal shall have circular form, bear the name of the corporation, include the words “corporate seal”, and words and figures denoting year and jurisdiction of incorporation period. The Board of Directors may change the form of or inscription on the seal.

B. Compensation.

No member of the corporation may receive any compensation from WCAC for services rendered within the limitations stated in Article III.

C. Employees.

The Board of Directors may employ, discharge, and determine compensation for all employees. The Executive Director shall be responsible for employment and supervision of staff. The Executive Director will be under the direction and supervision of the President and Board of Directors.

## **Article X**

- A. The duration of the Corporation shall be:
- Perpetual.
  - Subject to dissolution only upon recommendation of the Board of Directors except for ex-officio members with approval by members at an annual or special meeting.
- B. Upon dissolution the Directors on behalf of the Corporation shall:
- Make due provisions to satisfy all liabilities.
  - Dispose of remaining assets exclusively for and in accordance with the charitable and educational purposes of the Corporation as set forth by the Article of Incorporation and by-laws.

## **Article XI**

### Fiscal Year

The fiscal year of the Corporation shall be from July 1 through June 30.

## **Article XII**

### Amendments

Any or all of the provisions of these by-laws, may be amended, altered, or repealed, by the Board of Directors.

- No by-law may be amended, altered, repealed, or adopted in contravention or derogation of the Articles of Incorporation of the Corporation.
- May not conflict with or fail to do duty or rule or job in Articles of Incorporation.

## **Article XIII**

### Annual Meeting

There is one Annual Meeting per year. and all members are invited to attend. At this Annual Meeting, the Community Arts Grants are awarded. Notification of a regular or special meeting will be conducted by:

- A minimum of seven (7) days' notice by electronic communication.
- Contacting each member by his/her address as it appears on the WCAC records (members are responsible to notify the WCAC of change of address).

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