

## **BYLAWS OF FUND FOR THE ARTS**

### **ARTICLE 1**

#### **NAME**

The name of this organization shall be Fund for the Arts (hereinafter “the Fund”).

### **ARTICLE II**

#### **MISSION**

The Fund for the Arts’ mission is to serve and strengthen participating arts groups in the Greater Kanawha Valley by providing educational and financial support and by sponsoring community cultural and artistic events.

### **ARTICLE III**

#### **OFFICES**

The Fund shall have its principal office at 803 Quarrier Street, Charleston, West Virginia, or at such place or places as the Board of Directors shall determine from time to time.

### **ARTICLE IV**

#### **BOARD OF DIRECTORS**

Section 4.1 – Responsibilities. The business and affairs of the Fund shall be managed by its Board of Directors (“Board”), which shall be responsible for the accomplishment of the purposes of the Fund. Consistent with such purposes, the Board may employ an Executive Director and such other employees as necessary, shall. Conduct an annual fundraising campaign, shall control the distribution of funds, shall appoint such committees and delegate such authority to the committees so appointed as is consistent with these Bylaws and shall do and perform such other acts as are necessary to carry out the purposes for which the Fund is created.

Section 4.2 – Number and Tenure of Board Members. The number of directors of the Fund shall be no less than twenty-four (24) nor more than forty-two (42). The Directors shall hold office for three years, except one-third of the members of the first Board of Directors shall hold office for one year, a second third of such members shall hold office for two years and the remainder of such members shall hold office for three years. Consistent with this provision, the term of office of each of the respective members of the initial Board of Directors shall be determined by lot.

Section 4.3 – Board Members. Succeeding members of the Board of Directors shall be elected by the Board. In addition to the elected Board members, the President of each of the Fund's beneficiary agencies shall, during the tenure of his office with his group, be a non-voting ex officio member of the Board of Directors of the Fund, and is invited to attend all meetings of the Board of Directors as the representative of that agency.

Section 4.4 – Meeting. An Annual meeting shall be held in December of each year for the purpose of electing officers and directors who will take office on January 1st, the beginning of the next calendar year and transacting such other business as may come before the meeting. All officers and directors elected at the June 2002 annual meeting, or whose terms do not expire on June 30, 2002, shall, notwithstanding any other provisions of these bylaws, have their terms of office extended by six (6) months (e.g., officers elected in June 2002 shall serve until December 31, 2003, Board members terms that would have expired on June 30, 2003, June 30, 2004 and June 30, 2005, will expire on December 31, 2003, December 31, 2004 and December 31, 2005 respectively). The Board of Directors shall meet at least once in each quarter and more frequently at the call of the President of the Executive Committee. Due notice of all meetings shall be given to the members of the Board.

Section 4.5 – Quorum. One-third of the Directors in office at the time of any meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 4.6 – Attendance. Any member of the Board who shall fail to attend three consecutive meetings maybe dropped from membership unless he or she presents to the Executive Committee an acceptable excuse for such absences.

Section 4.7 – Compensation. All directors shall serve without compensation.

Section 4.8 – Participation in Meeting by Telephone. Any one or more directors may participate in any meeting of the board, or of any committee thereof, by means of a conference telephone or similar electronic communications equipment, but only if, by means of such equipment, all persons participating in the meeting can hear each other. Any vote of the directors taken at any such meeting may be taken orally during such electronic conference, and shall have the same effect and validity as though the action were duly taken by the action of the directors (or committee) at a meeting of the directors, if the agreement or action is reduced to writing and approved by the directors at the next regular meeting or the directors after such telephone conference.

Section 4.9 – Action by Directors Without Meeting. Whenever the vote of directors at a meeting thereof is required or permitted to be taken in connection with any corporate action, the meeting and vote of such directors may be dispensed with if all the directors shall agree in writing to such corporate action being taken, and such agreement shall have the like effect and validity as though the action were duly taken by the unanimous action of all directors at a meeting thereof duly called and legally held.

## ARTICLE V

### OFFICERS

Section 5.1 – Number. The officers of the Fund shall be a President, an Executive Vice President, a Vice President for Foundations and Government, a Vice President for Festivals, a Vice President of Campaign, a First Assistant Vice President for Campaign, a Vice President of the Individual Artists Initiative , two Members at Large selected by the President to serve in any role on the Executive Committee, a Vice President for Allocations, an Assistant Vice President for Allocations, a Secretary-Treasurer and a Past President. All officers shall be elected by the Board of Directors from its membership and for a term of one year. Each officer shall serve at the pleasure of the Board of Directors, and any vacancy shall be filled by the board for the “unexpired portion of the term.”

#### Section 5.2 – Duties.

President. The President shall be the Chief Executive Officer of the Fund, shall preside at all meetings of the Board of Directors, shall appoint committee members except as otherwise provided by these Bylaws or directed by the Board, and shall be an ex-officio member of all committees.

Executive Vice President. The Executive Vice President shall have all the authority and duties of the President when the President is not present at a meeting and otherwise may act with the authority and power of the President when the President is not available to act. The Executive Vice President shall have such other duties, power and authority as may be provided from time to time by the Board of Directors or Executive Committee.

Vice Presidents At Large. Two Vice Presidents at Large shall be selected by the President and assigned roles as needed on the Executive Committee.

Vice President for Festivals. The Vice President for Festivals shall Chair a Committee charged with organizing Festivals and making such reports as are appropriate to the Board respecting such Festivals.

Vice President for Campaign. The Vice President for Campaign shall be responsible for the annual fundraising campaign of the Fund.

Assistants to the Vice President for Campaign. The First Assistant to the Vice President for Campaign shall have duties as may be assigned by the Vice President for Campaign, or by the Board of Directors or the Executive Committee.

Vice President for Individual Artists Initiative. The Vice President for the Individual Artists Initiative shall chair a Committee charged with carrying out activities that assist, educate and promote Individual Artists in the community and making such reports as are appropriate to the Board respecting such activities.

Vice President. for Allocations. The Vice President for Allocations shall be the chairman of the Screening and Allocations Committee responsible for recommending an equitable distribution of the funds raised consistent with these Bylaws.

Assistant Vice President for Allocations. The Assistant Vice President for Allocations shall serve as the chairman of the Projects Pool Committee and shall serve on the Allocations Committee. The Assistant Vice President for Allocations shall preside at Allocations Committee Meetings and shall act on behalf of the Vice President for Allocations when he/she is unable to attend a meeting or not available to act. The Assistant Vice President for Allocations shall have other duties as may be assigned by the Vice President for Allocations, or by the Board of Directors or by the Executive Committee.

Vice President for Foundations and Government. The Vice President for Foundations and Government shall be responsible for the promotion and coordination of foundation solicitations on behalf of the Fund.

Secretary-Treasurer. The Secretary-Treasurer shall see that the minutes of the meetings of the Board are kept, see that all notices are duly given in accordance with the provisions of these Bylaws, shall have charge of the funds of the Fund, shall report to the board regarding the finances of the fund, and shall in general perform all duties incident to the office of Secretary-Treasurer and delegated to such office by the President or the Board of Directors.

Executive Director. The Executive Director, if employed, shall be the administrative officer of the Fund, and shall serve under the direction of the Board of Directors.

## **ARTICLE VI**

### **COMMITTEES**

Section 6.1 – Number. There shall be an Executive Committee, a Campaign Committee, an Allocations Committee, a Nominating Committee, a Foundations and Government Committee, a Festivals Committee and such other committees as the Executive Committee shall determine.

Section 6.2 – Executive Committee. The Executive Committee shall consist of the elected officers of the Fund. The Executive Committee shall have and exercise, in the intervals between meetings of the Board of Directors, all the powers of the Board which may lawfully be delegated in the management of the business and affairs of the Fund, or such lesser powers as may, by direction of the Board, be specified. Action of the Executive Committee shall not be taken unless at least one-third (1/3) of the members of the Executive Committee are present at a meeting duly called and held.

Section 6.3 – Festivals Committee. The Festivals Committee is charged with organizing Festivals and making such reports as are appropriate to the Board respecting such Festivals..

Section 6.4 – Campaign Committee. The Campaign Committee shall be chaired by the Vice President for Campaign and shall consist of such members as may be appointed by the Vice President. for Campaign and approved, by the Executive Committee. The Campaign Committee shall organize and carry out the- annual fund raising campaign of the Fund.

Section 6.5 – Screening and Allocations Committee. The Screening and Allocations Committee shall be chaired by the Vice President for Allocations and shall consist of seven (7) or more members appointed by the Vice President for Allocations and approved-by the Executive Committee. The President and Treasurer of the Fund shall, in addition, be ex-officio members of the Committee. Current Officers and Directors of beneficiary agencies may not serve on the Screening and Allocations Committee. It shall be the responsibility of this Committee to recommend to the Board, for the Board’s approval, an annual goal for the Campaign. The Committee shall recommend to the Board those agencies eligible for support from the Fund (“beneficiary agencies”), an equitable allocation among such agencies of the amounts to be distributed from the Fund, and the conditions imposed on such distributions necessary to assure the proper use of amounts distributed to such agencies by the Fund. The Chairman shall appoint such sub-committees as are necessary to carry out the Committee’s functions in an orderly fashion.

Section 6.6 – Nominating Committee. A Nominating Committee-shall be appointed by the President, subject to the approval of the Executive Committee, for the purpose of recommending a slate of individuals for consideration by the Board for election to the Board at its annual meeting. Additional nominations may be made from the floor provided prior consent has been obtained from the nominee.

Section 6.7 Foundations Committee and Government Committee. The Foundations and Government Committee shall be chaired by the Vice President for Foundations and Government and shall consist of such members as may be appointed by the chairperson and approved by the Executive Committee. The Foundations Committee shall organize and carry out the Foundation solicitations of the Fund.

Section 6.8 -Individual Artists Initiative Committee. The Individual Artists Initiative Committee shall be chaired by the Vice President for Individual Artists Initiative and shall consist of such members as may be appointed by the chairperson and approved by the Executive Committee. The Individual Artists Initiative Committee shall organize and carry out the activities of the Fund with respect to assisting, educating and promoting Individual Artists in the community.

## **ARTICLE VII**

### **CAMPAIGN SOLICITATIONS**

Campaign solicitation by the Fund shall be restricted to businesses, government agencies, individuals , employees in the workplace, and foundations. The Campaign Committee shall publish an annual list of donors and as a condition of the receipt of a distribution from the Fund, beneficiary agencies must agree to refrain from soliciting support from the donors on such list except as

expressly set forth in the Policy on Independent Fundraising from Businesses, Business Foundations, Individuals and Local Governments by Beneficiary Agencies

## **ARTICLE VIII**

### **DESIGNATION BY- DONORS**

Donors may make general contributions to the Fund or may designate the agency or agencies to which their contributions shall go, or may do both.

## **ARTICLE IX**

### **ALLOCATIONS AND DISTRIBUTION OF FUNDS**

Section 9.1 – Allocations. Prior to December 31 of each calendar year, the Screening and Allocations Committee shall make recommendations to the Board of an equitable allocation of funds among the various beneficiary agencies for the subsequent calendar year. The criteria upon which such allocations shall be based shall include community support of the respective agencies, financial responsibility of the agencies, the financial need of the agencies, minimum program standards of the agencies and such other factors as the Screening and Allocations Committee shall determine from time to time. Based upon these recommendations and such other information as the Board may require, the Board shall approve and make an equitable allocation and distribution of funds consistent with the purposes of the Fund.

Section 9.2 – Conditions Imposed on Distribution. Each beneficiary agency receiving or to receive funds may be required as a condition of such receipt to provide such evidence of financial responsibility as the Screening and Allocations Committee may recommend and/or the Board may require. Each beneficiary agency annually shall submit to the Fund a report and accounting of the utilization of the funds received.

## **ARTICLE X**

### **FISCAL YEAR**

The fiscal year of the Fund shall be January 1 through December 31.

## **ARTICLE XI**

### **CONFLICT OF INTEREST POLICY**

Section 11.1 – Purpose. The purpose of the conflict of interest policy is to protect the Fund's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of the Board of Directors of the Fund or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

### Section 11.2 – Definitions.

(a) Interested Person. Any member of the Board of Directors, officer, or member of a committee with Board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the Fund has a transaction or arrangement, or
- ii. A compensation arrangement with the Fund or with any entity or individual with which the Fund has a transaction or arrangement, or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Fund is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

### Section 11.3 – Procedures.

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose in writing the existence of his or her financial interest and all material facts to the Board and members of committees with Board-delegated powers considering the proposed transaction or arrangement. All disclosure notices received hereunder shall be noted for record in the minutes of a meeting of the Board.

(b) Procedures for Addressing an Actual or Possible Conflict of Interest.

- i. An interested person may make a presentation at the Board or committee meeting, but after such presentation, he or she shall abstain from making motions, voting, executing agreements, or taking any other similar action on behalf of the Fund to which the conflict might pertain.
- ii. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
- iii. Upon receipt of a disclosure notice from an interested person regarding a transaction, that transaction shall not be entered into by the Fund without the authorization of the Board and the determination of the majority of

disinterested Directors that the transaction is fair to the Fund at the time it is authorized.

Section 11.4 – Annual Statements. Each member of the Board, officer, and member of a committee with Board-delegated powers shall annually sign a statement which affirms that such person:

- (a) Has received a copy of the conflict of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands that the Fund is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **ARTICLE XII**

### **AMENDMENTS**

These Bylaws may be amended by a vote of two-thirds of the Directors present at any meeting, provided that written copies of any proposed amendment shall be mailed to all members of the Board at least ten (10) days prior to the meeting at which the proposed amendment will be presented.