

BY-LAWS OF THE YATES COUNTY ARTS COUNCIL, INC.

Article I Name

The name of this organization is The Yates County Arts Council, Inc. doing business as the Arts Center of Yates County
(Herein after referred to as the Center or ACYC)

Article II Incorporation

The ACYC is organized as a nonprofit organization and is incorporated. Activities shall be conducted in such a manner that no part of its net earnings shall accrue to the benefit of members, directors, officers or other individuals. The principal office of the Not-For-Profit Corporation shall be in the Village of Penn Yan, County of Yates, and State of New York.

Article III Mission and Vision

Mission: To enrich the quality of life of Finger Lakes' residents, artists and visitors by providing opportunities for active participation in the arts.

Vision: To be the premier multi-arts center of our region.

Article IV Membership

Membership to ACYC open to any individual, family, business or organization upon payment of the annual dues specified by the Board of Directors. Each dues paying entity shall be a voting member of ACYC.

Section 2: Annual Meeting: An annual meeting of the membership shall be held to elect by vote a Board of Directors. Members shall consider reports of the affairs of ACYC, and transact other business as may be properly brought before such a meeting.

Article V Board of Directors

The business affairs of ACYC shall be managed by a Board of Directors which shall conduct or direct all organizational operations. The officers and members of the ACYC Board of Directors shall use their best efforts to carry out in good faith the purposes of the organization and employ the powers so as to further the experience and appreciation of the arts.

Section 1: Number: The Board of Directors shall consist of no less than ten (10) and no more than eighteen (18) members. The Board of Directors shall upon election, enter upon the performance of their duties on the first day of the fiscal year following their election and shall continue in office until their successors shall be duly elected and qualified. The property, affairs, activities, and concerns of the ACYC shall be vested in the Board of Directors.

Section 2: Election and Term of Office: Board Members shall be elected at the annual meeting of the membership from a slate prepared and presented by the Nominating Committee. Directors shall be elected for a term of three-years, and serve a maximum of two consecutive three-year terms.

Section 3: Vacancies: Vacancies on the Board of Directors may be filled by a majority vote of the Board at any regular meeting of the Board and shall fill the unexpired term of office of the member replaced. Such Directors shall be eligible for reelection.

Section 4: Meetings of the Board

- A. Regular meetings of the Board shall be held monthly, with a minimum of ten (10) meetings to be held each year
- B. Special meetings of the Board may be called by the President as deemed necessary upon three (3) days notice to each Board member, by mail, e-mail or telephone.
- C. Working committees of the Board shall meet at other times as may be deemed advisable by those committees.

Section 5: Quorum: A majority of the currently serving Board members, whether in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of both President and the Vice President, the quorum shall choose a chairperson for the meeting. Decisions made by email shall also be by quorum.

Section 6: Absences: It is the expectation of the Board that all members attend Board meetings regularly, therefore a member with three absences without prior notification to the Board of Directors will be brought to the attention of the Executive Committee for further action.

Section 7: Removal of Board Members: Upon documented recommendation from the nominating Committee, any Board member may be removed for cause by a vote of two-thirds of the Board.

Article VI Committees of the ACYC

Section 1: Standing Committees: Standing Committees of the Board shall be the Executive Committee, Nominating Committee, and Finance Committee..

- A. **Executive Committee:** The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer. It shall have the power to act for the corporation between meetings of the Board of Directors. The Executive Committee shall be directly responsible for the annual performance appraisal of the Executive Director of ACYC.

- B. **Nominating Committee:** The Nominating Committee shall consist of at least three (3) members of the Board. It shall submit a slate of Directors to the annual membership meeting, and a slate of officers to the annual Board meeting for consideration.

- C. **Finance Committee:** The Finance Committee shall consist of at least three (3) members of the Board including the Treasurer. The committee shall be responsible for preparing the annual budget then presenting it to the Board for approval. The committee shall be responsible for presenting monthly financial reports to the Board, for developing financial policy for Board review. The committee shall review audits of the organization and shall ensure that they be presented to the Board upon their completion.

Section 2: Special Committees: The President may establish ad hoc committees as deemed necessary. The Board shall have the right to approve committees established by the President. The President shall be an ex-officio member of all committees.

Section 3: Composition of the Committees: The composition shall consist of a chairperson for each committee and shall be appointed by the President of the Board. The chairperson of any committee may invite committee members without regard to membership on the Board. A majority of members of each committee shall constitute a quorum.

Article VII Officers

The four officers of ACYC shall be the President, Vice-President, Vice-President, Secretary and Treasurer

Section 1: Method of Election: The Nominating Committee shall prepare a slate of officers for the Board and shall present the slate to the Board prior to the Annual Meeting. Immediately following the Annual Meeting, the Board of Directors shall elect all officers for a term of one (1) year: a majority vote of the quorum is necessary to constitute a valid election. The President shall be elected for a maximum of two (2) consecutive terms. Additional one (1) year term after the two consecutive terms can be proposed by the Nominating Committee and approved by a $\frac{3}{4}$ majority vote of the Board of Directors. The term of each officer shall start on the first day of the fiscal year following their election.

Section 2: Duties: The duties and powers of the officers of ACYC shall be as follows.

- A. President: The President shall serve as the chief officer of the ACYC and shall call, preside at, and be responsible for the agenda of all regular and special meetings of ACYC membership and its Board. The President shall serve as Chairperson of the Executive Committee, as ex-officio member of all other committees and be responsible for enforcement of the by-laws. The President shall have such other powers and duties as may be designated by the Board.
- B. Vice-President: The Vice-President shall assist in implementing the purposes and objectives of ACYC and to perform such duties as may be designated by the Board or by the President. In the absence of the President, he/she shall automatically assume all of the duties, responsibilities and authority of the President. He/she shall also automatically succeed the President when the latter cannot serve for any reason during the term of office,
- C. Secretary: The Secretary shall be responsible for recording and maintaining the proceedings of all meetings of the Board and Executive committee. The Secretary shall perform such other duties as ordinarily pertain to the office. He/she shall maintain custody of the seal of the corporation.
- D. Treasurer: The Treasurer shall report to the Finance Committee and shall direct the preparation of the annual budget, review monthly income and expense statements and make recommendations to the Board of Directors regarding ACYC 's financial operations The Treasurer shall also provide financial reports at meetings of the Board. He/She shall supervise the financial activities of ACYC and make recommendations to the Board. He/She shall arrange a regular audit of the accounts of the corporation.

Article VI Books and Records, Parliamentary Procedure

Section 1: Books and Records: The organization shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its membership meetings, Board of Directors meetings and the meeting of any of its committees. It shall keep all such records at its offices. A record of the names and addresses of all the members of the ACYC shall be maintained.

Section 2: Parliamentary Procedure: All meeting of the general membership, Board of Directors, and all standing committees shall be governed by Robert's Rules of Order.

Article VII

By-laws Interpretation and Amendments

Section 1: Interpretation: On all questions as to interpretation of the by-laws the vote of the Board of Directors is final.

Section 2: Amendments: By-Laws may be amended, repealed, or altered in whole or in part by a majority vote at any duly organized meeting of the Board. The proposed changes shall be communicated to each Board member at least ten (10) days before the time of the meeting which is to consider the changes. The by-laws can be amended, following a request of any member of the Board of Directors to the President, by a 3/4 majority vote of the Board of Directors

Dates of Amendments:

October 2009

October 14, 2013

Article VII

The seal of the Corporation shall be as follows:

