

Bylaws of the Isle of Wight Arts League

Adopted 12/3/13

I. PURPOSE

The organization, known as the Isle of Wight Arts League, Inc. (“the Arts League”), is incorporated under the laws of the Commonwealth of Virginia and operates as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

The Arts League is dedicated to the development and recognition of the arts as an important, multi-cultural contributor to the well-being and growth of the community. The purpose of the organization is accomplished by encouraging public exposure to the arts, supporting visual and music arts education and workshops, giving demonstrations, hosting concerts, providing a showcase for local, regional and national artists, engaging in public service activities, and delivering any activity in accord with the general educational, artistic, and charitable purposes of the Arts League.

The Arts League sponsors programs such as the Arts Center @ 319, the Summer Concert Series, Smithfield Music, Sundays at Four and other initiatives or activities as duly authorized by its Board of Directors.

II. MEMBERSHIP

Membership in the Arts League is open to all persons who are interested in supporting its purpose and programs and who abide by its Bylaws. Financial support of \$50 or more of any Arts League program whether through a contribution or underwriting confers membership to the donor at the associated level for one year from the date of receipt.

Upon payment of dues, an individual is considered to be a member in good standing until dropped from the rolls for non-payment of dues. All members in good standing are entitled to all privileges of membership. The membership categories and dues structure are as determined from time-to-time by the Board of Directors.

III. BOARD OF DIRECTORS

1. Composition. The management and control of the affairs of the Arts League and the direction of its work and its programs are vested in a Board of Directors consisting of not less than seven or more than fifteen members. The Leader of every Arts League program is represented on the Board as an ex officio voting member.

2. Term. Elected Board members hold office for a term of three years. The term in office begins immediately after election and ends at the annual meeting after the conclusion of the third year. A Board member is eligible for re-election after the conclusion of his or her term of service.

3. Nomination. A Nominating Committee appointed by the President presents candidates for election at the annual meeting. Nominations may also be made by any member at the annual

meeting. Nominees must have agreed to maintain membership in the Arts League during their term in office and must have agreed to serve if elected.

4. Election. Election is by a majority of votes cast by the members present at the annual meeting or by a majority vote of the Board at any other regular or special meeting, provided there is a quorum. If any office is vacated during a current term, it may be filled for the remainder of the term by appointment of the President with consent of the Board by majority vote.

5. Resignation. The resignation of a Board member becomes effective upon the receipt of written or email notice to the President or the Secretary.

6. Removal. The Board has the authority by vote of a majority of its members present at a regular or special meeting to remove a Board member for cause, including disregard of these Bylaws or being absent from any three consecutive regular Board meetings, unless a legitimate excuse for the absences is presented to the President and deemed satisfactory by the Board members.

7. Remuneration. Board members serve without remuneration except for reasonable expenses which may be reimbursed as approved by the Board.

IV. OFFICERS

The officers of the Board are President, Vice President, Secretary and Treasurer. The Board may, at its discretion and by majority vote, designate and appoint such additional officers as may be necessary to carry out the business of the Arts League. Elected and ex officio Directors may serve as Officers.

1. President. The President chairs all meetings and performs all duties incident to the office. The President establishes committees as needs arise and appoints committee chairpersons.

2. Vice-President. The Vice President acts in the absence or disability of the President and performs other duties and has such other responsibilities as may be prescribed by the Board.

3. Secretary. The Secretary keeps the current records of the acts and proceedings of the Board. The Secretary has general charge of corporate records and performs the duties incident to the office and as may be assigned by the Board or the President.

4. Treasurer. The Treasurer has custody of the funds of the Arts League and reports thereon at all meetings of the Board. The Treasurer performs all duties assigned to the office and also oversees the budget and financial controls of funds managed by the leadership of sponsored programs.

5. Election. The officers are elected by majority vote of the Board members immediately after the election of Directors at the annual meeting. Officers are elected for a term of one year.

6. Removal. Officers are subject to removal at any time by a majority vote of the members of the Board at a regular or special meeting. In the event of a vacancy, the Board may fill it for the unexpired portion of the term by a majority vote.

V. COMMITTEES

1. Nominating Committee. The President appoints a Nominating Committee of three members whose duty it is to present candidates for Directors to be elected at the annual meeting and also from time to time as the Board deems advisable. The Committee notifies the Secretary of the slate of candidates in writing at least ten days before the date of the annual meeting and the Secretary mails a copy thereof to each member with the notice of the annual meeting.

2. Audit Committee. An Audit Committee is appointed by the Board to conduct an annual audit of the League's finances to assess the financial condition of the League and to ensure that proper internal controls exist. In addition, the audit should ensure that the financial assets of the League are in proper safe-keeping.

3. Other Committees. Other committees may be established by the President as deemed necessary, authorizing and defining the authority and duties of those committees.

4. Appointments. Save for the Nominating Committee, the President may appoint members of all committees from the Board, the membership or the public at large. All established committees will report progress and results to the Board.

VI. MEETINGS

1. Quorum. Five members of the Board constitute a quorum for any meeting.

2. Notice. Notice of regular Board meetings is given to Board members at least five days prior to such meetings. Notice may be given via the Board member's email address provided to the Secretary. Notice of the Annual Meeting is mailed to each member no less than ten days prior to the date fixed for the meeting.

3. Regular meetings. The Board meets monthly; a maximum of one (1) monthly meeting per annum may be waived at the direction of the President. The Annual Meeting is considered a regular meeting for purpose of satisfying this requirement.

4. Annual Meeting. An annual meeting of the membership is called at the conclusion of the fiscal year for the presentation of reports by officers, committee chairs and program leaders, and for the election of Board members and officers.

5. Special meetings. Special meetings may be called at the discretion of the President or at the request of three members of the Board. Notice of such special meeting, explaining its purpose, is given in writing or by email with at least two days' notice. A Board member may waive such notice by attendance at the meeting.

6. Action without meeting. Any action required or permitted by these Bylaws to be taken at a meeting of the Board may be taken without a meeting if the action is taken by two-thirds of the members of the Board. The action is evidenced by one or more written consents stating the action taken, signed by each Board member either before or after the action taken, and included in the minutes or filed with Arts League records reflecting the action taken. Evidence of written consent may be provided in the form of an email sent to the Secretary from the individual Board member's personal email account.

7. Order of business. The order of business at any regular or special meeting of the Board is (a) call to order, (b) presentation and disposal of any unapproved minutes, (c) reports by the Treasurer and program leaders, (d) elections (if any), (e) unfinished business, (f) new business, and (g) adjournment.

VII. SPONSORED PROGRAMS

The Arts League may sponsor and provide fiduciary support for programs and initiatives that are consistent with its purpose and within its resources to successfully manage.

1. Program leadership. For each sponsored program, a leader is designated by the Board to manage its operations and financial matters. The program leader is an ex officio member of the Arts League Board of Directors. The program leader may, in turn, establish a program team to manage its affairs; such program leadership operates under the terms of these Bylaws, with the exception of provisions for elections and terms of office which are as established by the program leadership.

2. Annual budgets. The President may require that a sponsored program develop and present an annual budget for approval. Such budget will be presented by the Treasurer and approved by the Board at the annual meeting.

3. Monthly reports. The leader of each sponsored program or initiative presents at every annual and regular meeting a report of program activities and accomplishments and a summary of the sources and uses of funds and current fund balances.

VIII. FINANCIAL MATTERS

1. Fiscal year. The fiscal year of the Arts League is January 1 to December 31, inclusive.

2. Management of Arts League funds. All funds are deposited in bank or other depositories as designated by the Board. All disbursements are made by the Treasurer or by an individual so authorized by the Board. The Treasurer, with the concurrence of the program leaders, is authorized to transfer funds between accounts for cash management purposes but all such inter-account transfers are balanced by the end of the fiscal year.

3. Sponsored programs. Funds of sponsored programs are deposited in accounts designated specifically for the use by and benefit of the respective program. A Treasurer or individual tasked with commensurate responsibility is designated by the leader of the sponsored program

and is authorized to manage the operational use of the program's funds. A disbursement exceeding \$5,000 for a singular purpose, vendor or event and any contractual agreement with a term greater than one year require prior approval by a majority of the Board of Directors at a regular or special meeting of the Arts League Board.

4. Audits. The books and records of the League shall be audited at least on an annual basis by the Audit Committee. The Treasurer shall submit an annual financial statement of the League's transactions in a format prescribed by the Board. The Board, at its discretion, may call for an external audit by a Certified Public Accountant.

IX. AUTHORIZED ACTIVITIES

The Arts League may conduct and carry on only those activities allowed for organizations exempt from Federal Income Tax pursuant to Section 501(c)(3) of the Internal Revenue Code. It does not, as a substantial part of its activities, attempt to influence legislation nor participate or intervene to any extent in any campaign for or against any candidate for political office.

X. POLICIES OF THE ARTS LEAGUE

1. Statement of values and code of ethics. The Arts League is an organization dedicated to the development and recognition of the arts as an important, multi-cultural contributor to the well-being and growth of the Isle of Wight County community. The members of the Board of Directors and its sponsored programs are expected to act with honesty, integrity and openness in all dealings with fellow Board and sponsored program members, Arts League members, outside entities and the general public. Arts League programs and initiatives are conducted in a manner that reflects fairness, respect, integrity and a commitment to promoting inclusiveness and diversity in its programs and constituents served. Arts League business is transacted with transparency and financial accountability.

2. Conflicts of interest. No Arts League Board or sponsored program member shall derive any personal profit or financial gain by reason of his or her position with the Arts League beyond that accruing to any citizen or member of the Arts League as a result of Arts League initiatives or projects. Board members are expected to identify to the Board any outside affiliation or relationship that may directly or indirectly benefit him or her financially in connection with Arts League projects or initiatives. A Board member is expected to not participate in any decision or vote which may directly or indirectly financially benefit him or her.

3. Fundraising. All fundraising efforts including the solicitation of grants from any public or private entity undertaken by the Arts League Board or sponsored programs are solely and directly to benefit the Arts League and its sponsored programs. The purpose of the fundraising and the intended use of funds are to be clearly communicated to donors or granting entities. Fundraising activities are conducted with the highest ethical standards and in conformance with Federal and Commonwealth of Virginia laws and regulations. Funds raised and associated expenses are accounted for in general ledger accounts specified exclusively for such purposes.

4. Real and personal property. No real and personal property owned in the name of the Arts League or interest therein (including easements) shall be placed under contract, purchased, sold, conveyed, encumbered, accepted or leased by the Arts League, a Board member or any individual associated with or previously associated with the Arts League until written approval is first given by the Board through a majority vote.

5. Reporting suspected misconduct or malfeasance. Any Arts League member, volunteer or individual with dealings with the Arts League who reasonably believes any practice or activity of the organization is in violation of the law should file a written complaint with the President of the Board of Directors or any other Arts League Board member. It is the intent of the Arts League to adhere to all laws and regulations that apply to it and it is the objective of this policy to support a goal of full and complete compliance. The Arts League will not retaliate against and will protect the confidentiality of a member, volunteer or any individual, entity or organization with which the Arts League has a business relationship who in good faith has made a protest or raised a complaint against a practice of the Arts League.

6. Indemnification. The Arts League has the power to indemnify its Directors, Officers, appointees and employees as permitted by the Code of Virginia.

XI. DISSOLUTION

In the event of dissolution or termination of the Arts League by any means whatsoever, and after appropriate provisions have been made for all outstanding obligations of the organization, any remaining assets will be distributed exclusively for the cultural and economic benefit of Isle of Wight County to an organization or organizations qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code.

XII. AMENDMENT OF THE BYLAWS

The Board by two-thirds vote of its members in attendance at a regular or special meeting has the power to make, alter or amend these Bylaws except for the paragraph "Authorized Activities". Notice of the intent to amend the Bylaws must be given to members of the Board ten days in advance of the meeting.

XIII. CURRENT REVISION

The current revision of these Bylaws is dated 12/03/13 and was adopted by the Board of Directors on that date.

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As a condition of my position as a member of the Isle of Wight Arts League Board of Directors, I acknowledge that:

- I am representing myself as a private citizen on the Board;
- I have received a copy of the Bylaws of the Isle of Wight Arts League;
- I agree to abide by the Bylaws and any future revisions adopted by the Board;
- I am contributing my time to the Isle of Wight Arts League without remuneration and will disclose to the Board any conflict of interest as required by these Bylaws;
- The contact information furnished below can be used for notices of meetings.

Signature

Date

Printed name

Email address

Phone number