

# **Chestertown RiverArts Proposed Bylaw Amendments**

## **ARTICLE I.**

### **Name**

The name of the corporation is the Chestertown Arts League DBA Chestertown RiverArts.

## **ARTICLE II.**

### **Purpose**

The purpose of the corporation is to promote the arts through workshops, classes, and exhibitions; to foster an appreciation of and encourage activity in art and design; to support and promote local artists; and to cooperate with other organizations with similar objectives.

## **ARTICLE III.**

### **Members**

The members of the corporation (“Members”) will be persons who have an interest in the arts who make application for membership and who have paid dues established by the Board.

### **Section 1. Categories of Membership**

A. Individuals – any individual 18 years or older who is interested in the objectives of the corporation

B. Family – Up to two adults and any dependent children living in the same household

C. Honorary –any individual who has become distinguished through personal efforts and contributions to the organization and who may, in recognition thereof, be voted rights of membership without payment of dues. The Board will have the authority to confer this distinction for either one year or for life.

## **Section 2. Member Input**

(An opportunity will be provided at least quarterly to formally address members of the Board with concerns, suggestions, or proposals.) ANY MEMBER CAN REQUEST THE OPPORTUNITY TO ADDRESS THE BOARD AT ANY REGULARLY SCHEDULED MEETING OF THE BOARD OF DIRECTORS BY EMAIL TO THE EXECUTIVE DIRECTOR OR TO THE PRESIDENT OF THE BOARD STATING THE REASON FOR ADDRESSING THE BOARD.

This amendment makes it easier for RiverArts members to address the board at any meeting—not just quarterly.

## **Section 3. Meetings of Members**

A. Annual Meeting – The “Annual Meeting” of Members will be held in (June) SPRING of each calendar year with at least thirty days notice TO THE MEMBERS. The purpose of the Annual Meeting will be:

- To elect Directors of the corporation
- Other purposes as specified by the Board of Directors in a notice of such a meeting
- Purposes requested by any Member to the Board of Directors at least 30 days prior to the scheduled date of such meeting

This amendment gives some flexibility as to when the annual meeting will be held.

B. Special Meetings – Special membership meetings may be called at any time by the Board of Directors or by written petition sent to the Board from a minimum of ten percent of the Members. Notice of the time and place of special meetings shall be given at least thirty days prior to the meeting.

C. Quorum – The number of Members attending a meeting of Members will constitute a quorum.

D. Vote Required –At a meeting of Members with a quorum present, action may Be taken by a vote of at least a majority of Members attending the meeting.

## **ARTICLE IV.**

### **Board of Directors**

#### **Section 1. Powers**

Subject to the Articles of Incorporation and these Bylaws, the corporation and its assets will be managed by its Board of Directors. The Board may hire an Executive Director. In the absence of an Executive Director, the board may hire staff to execute the programs of the organization.

## Section 2. Composition

The Board of Directors shall be comprised of at least 8 and no more than (fifteen) **NINETEEN** Members (“ Directors”), as determined by resolution of the Board.

The board would like the ability to enlarge on an “as needed” basis.

## Section 3. Qualifications of the Board

The organization shall strive for Board composition that reflects cultural, gender, and multi-ethnic diversity, include(s) **ING** persons with a broad range of essential business and leadership skills, and represents a balance of the community at large.

This amendment simply fixes a grammatical error.

## Section 4. Tenure

A. Term - Each Director shall serve a term of three years. A director who has served (two) **THREE** consecutive full terms shall be ineligible for reelection until one year after the expiration of that director’s final term.

Over the past five years, we have learned that some directors are so integral to the operations of RA and the board, that it would be better to expand the number of years an individual can serve. These board members still have to stand for election by the membership.

B. Election of Directors - A Nominating Committee, which will be comprised of Directors **ONE OF WHOM WILL BE THE VICE PRESIDENT**(not currently serving as Officers and of Members,) **AND CHAIRED BY THE IMMEDIATE PAST PRESIDENT** will present a slate of Directors at the Annual Meeting. Nominations may also be made from the floor.

This amendment is recommended because the Vice President will become the President and will have to work with the Board. The Immediate Past President has a better knowledge of the membership as well as of the work of the Board, and should therefore chair the nominating committee.

Members of the corporation will elect Directors during the Annual Meeting. Any vacancy occurring in the Board of Directors mid-term shall be filled by majority vote of the remaining Directors. When an incoming director is replacing a director leaving prior to the end of their term, the incoming director shall fulfill the unexpired term. All other elections shall be for a three-year term.

C. Attendance - Board members shall be expected to attend all meetings. Excessive absences may be grounds for removal from the Board.

D. Removal - Any Director may be removed by the Board of Directors upon a two-thirds majority vote of all the Directors.

## **Section 5. Meetings**

The Board will meet at least quarterly on such date, time, and place as determined by the Board. Board Meetings are open to members of the organization. The Board may choose to enter into an executive session when addressing personnel issues and other issues such as real estate or litigation.

A. A special meeting of the Board may be held on a date at least ten days after a notice of such meeting is sent to the Directors specifying the date, time, place, and purpose of such a meeting. The giving of such notice may be waived by unanimous vote of the Directors. In select cases, the Board may choose to utilize conference calls or web-based conferences in place of face-to-face meetings.

B. Quorum - Attendance at a meeting by at least a majority of the Directors will constitute a quorum for the transaction of business.

C. Vote Required - Action may be taken at a meeting at which a quorum is present with a majority vote except where otherwise specified in the bylaws. In exceptional cases, the Board may take action without a meeting by notifying all Directors and obtaining the approval of the majority of Directors.

## **Section 6. Ex Officio**

The Board of Directors may by majority vote add up to five (5) ex officio members to the board. These ex officio board members will not be able to vote, but may advise the board on issues.

## **ARTICLE V.**

### **Officers**

#### **Section 1. Election**

The Officers of the corporation will be elected by the Board from current Board MEMBERS at a board meeting prior to the annual meeting. Officers will be Immediate Past President, President, Vice President, Treasurer, and Secretary. The Board may elect additional officers if the need arises.

#### **Grammatical change**

#### **Section 2. Roles**

The President will act as Chairperson of all meetings of Members and of the Board. The Vice President is the President-Elect and will act as President in the absence or disability of the President. The Treasurer will keep records and account for the funds of the corporation. The Secretary will keep minutes of all meetings of the Board and of members. Additional Officer roles will be specified as positions are created. To ensure stable leadership, the vice president is the president-elect and the past president will continue to serve on the executive

committee for one year.

### **Section 3. Term**

The term of office is one year for all officers. (An officer) **NEITHER THE PRESIDENT NOR VICE PRESIDENT** may serve (no) more than (two) **THREE** consecutive terms. (with the exception of the treasurer.)

**This allows what has become practice. Over the past 5 years, for several reasons two of our presidents have been asked to serve a third term.**

### **Section 4. Elections**

A. Nominations - Each year a nominating committee comprised of Board members (not currently serving as Officers), **CHAired BY THE IMMEDIATE PAST PRESIDENT** will nominate a new slate of Officers.

**(See above amendment)**

B. Election - The new slate of Officers will be formally voted on by the Board at a board meeting prior to the annual meeting.

C. Vacancies - Vacancies, in any office for any reason, shall be filled by the Board of Directors for the unexpired term of office.

### **Section 5. Executive Committee**

The Executive Committee is comprised of the Officers elected by the Board and the immediate past president. **BETWEEN MEETINGS OF THE BOARD OF DIRECTORS, THE EXECUTIVE COMMITTEE** (and) has the power of the Board of Directors (between meetings of the Board) to respond to the day-to-day operation of the organization. Action may be taken by the Executive Committee with a majority vote. Such Action shall be recorded and minutes distributed to the board.

**This also is a grammatical change.**

## **ARTICLE VI.**

### **Committees**

The Board may create committees to serve the organization.

## **ARTICLE VII.**

### **Amendment**

The Board of Directors shall propose any changes or additions to the bylaws to be presented at a meeting of Members with thirty-days' notice to Members. Any change or addition shall pass with a vote of a two-thirds majority of those present.