

By-Laws of the Cape Vincent Arts Council

ARTICLE I - PURPOSE

The purpose of the Cape Vincent Arts Council (herein known as "CVAC" or "Council") is to increase and broaden opportunities for enjoyment of and participation in cultural activities in and around Cape Vincent, NY by:

- a. Advancing appreciation of the arts through arts experiences, inspiration, and information.
- b. Providing and promoting programs, exhibits, events, and opportunities in all facets of the arts to attract and benefit an inclusive range of ages, interests, and cultures.
- c. Advancing education in the arts by offering scholarships, grants, awards or prizes to individuals or organizations and by working with other agencies to develop opportunities for education and learning in and about the arts.
- d. Promoting commerce and industry in the arts and for artists by providing a forum and facilities for artists to develop, exhibit, promote and market their works.

ARTICLE II – MEMBERSHIP

Section 1. Membership in CVAC shall be open to anyone who supports the by-laws and purpose of the Council as stated in these by-laws.

Section 2. A person may apply to the Board for membership by such form (application and fee) as the Council Board may decide.

Section 3. The amount of annual membership dues and the term of membership shall be determined by the Council Board.

Section 4. A person ceases to be a member of CVAC:

- a. When their term of membership expires.
- b. Upon delivering their resignation in writing to a Board officer either via mail, email or in person.
- c. Upon their death.
- d. Upon being expelled.
 1. A member of CVAC who violates any of the by-laws or resolutions of the Council or is guilty of conduct unbecoming a member of the Council may be expelled by a vote of a simple majority of Directors present at any regular or special meeting.
 2. No member who has been expelled shall be eligible for membership for at least one year from the date of expulsion. Readmittance will be decided by a simple majority vote of the Board at a regular meeting.
- e. A member in good standing present at a meeting of members is entitled to one vote.

ARTICLE III – GENERAL MEMBERSHIP MEETINGS

Section 1. Meetings of general membership shall be held at such place and time as fixed by the Board of Directors.

Section 2. An annual meeting of members, at which they shall elect Directors and Officers and transact such other business as may properly be brought before the meeting, shall be held on such day during the month of September or October as shall be fixed by the Board of Directors.

Section 3. A special meeting of members for any purpose or purposes, unless otherwise prescribed by the by-laws, may be called by the President, by a majority vote of the Board of Directors or by the President upon written request of 10% or more of the total members registered by the Secretary at the end of the month preceding the written request calling for a special meeting.

Section 4. Written notice of all meetings of members, annual and special, shall be mailed by first-class mail or emailed to all members entitled to vote at such meeting. Not less than thirty (30) days' notice shall be given in the case of special or annual meetings. The notice of special and annual meetings shall state at whose direction the meeting has been called and the purpose for which the meeting is to be held.

Section 5. The business transacted at any special meeting of members shall be limited to the purpose or purposes set forth in the notice of the meeting.

ARTICLE IV – QUORUM AND VOTING OF MEMBERS

Section 1. Each member shall be entitled to one vote on each matter submitted to a vote at a special or annual meeting of members. A member may vote in person or in real time via electronic attendance (i.e., telephone, Zoom etc.)

Section 2. Eight (8) members or 10% of the members to vote shall constitute a quorum for any special or annual membership meeting.

Section 3. If a quorum is present, the affirmative vote of a majority of members entitled to vote at the meeting shall be the act of the members, unless the vote of a greater number of members is required by statute or by-laws.

Section 4. Except as otherwise provided in these by-laws, all CVAC meetings shall be conducted in accordance with the most recent edition of Robert's Rules of Order.

ARTICLE V – DUES and ASSESSMENTS

Section 1. The Council shall raise no revenues other than that required to pay its legitimate expenses and anticipated expenses including such unusual or extraordinary needs as may be authorized at regular or special meetings of the Board of Directors or at meetings of the general membership in furtherance of the business and objectives of the Council.

- Section 2.
- a. The annual dues of members shall be fixed by the Board of Directors.
 - b. The annual dues period shall be the twelve-month period beginning June 1 and ending May 31. The annual dues shall be payable in full upon the first day of the annual dues period. Dues paid after May 31 shall be effective through the next dues period.
 - c. The Board of Directors may issue complimentary memberships to those it deems to have contributed generously, financially or by participation, to the activities of the Council.

Section 3. If, in the opinion of the Board of Directors, additional monies are required, just and equitable assessments may be levied against members upon the affirmative vote of the majority of those attending a special meeting or the annual meeting either in person or via electronic attendance.

ARTICLE VI - DIRECTORS

Section 1. The Council shall be governed by the Board of Directors. The Board of Directors shall be comprised of no fewer than seven (7) and no more than eleven (11) voting members.

The Board of Directors shall consist of the following persons:

- a. Those persons holding the positions of President, Vice President, Secretary and Treasurer of the Council
- b. The immediate past President of the Council who shall not have a vote and whose membership on the Board shall expire after one term (2 years).
- c. Those persons elected as at-large Directors at the annual meeting

All Directors shall be at least 18 years old and must be a member of CVAC. There is no residency requirement for any Director position.

Section 2. Starting in 2021-2022, terms of At-Large Directors and Officers will reset to insure staggered terms. A normal term of office will be three (3) years. A Director or Officer may serve no more than six (6) consecutive years. After a hiatus of one (1) year a Director may be elected for two (2) additional terms.

The staggered slate will be as follows:

President: Three (3) years + eligible for second term of three (3) years.

Vice President: One (1) year + eligible for second term of three (3) years.

Treasurer: Three (3) years + eligible for second term of three (3) years.

Secretary: Two (2) years + eligible for second term of three (3) years.

At-Large Directors:

Two elected for three (3) year term + eligible for 2nd term of three (3) years.

Three elected for two (2) year term + eligible for 2nd term of three (3) years.

Two elected for one (1) year term + eligible for 2nd term of three (3) years.

Section 3. Any of the elected Directors may be removed at any time by a vote of the general membership at a special meeting called for that purpose. Any elected Director may be removed by a vote of the Board of Directors at a special meeting called for that purpose, provided that there is a quorum present at the meeting at which such action is taken.

ARTICLE VII – OFFICERS

President

The President shall be the chief officer of CVAC, shall preside at all meetings of CVAC, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have general responsibility for the activities of CVAC and the powers and duties usually associated with the position and shall have such other powers and perform such other duties as may be prescribed by the by-laws.

The President shall be a member of all committees, except the Nominating Committee, and exercise general supervision over their work in order to ensure the most effective operation of the Council. In addition, they shall, with the advice and consent of the Board of Directors, appoint members of all standing and special committees.

The President shall execute bonds, mortgages, and other contracts requiring signatures of the Council, except when expressly delegated by the Board of Directors to some other officer or agent of the Council.

The President shall present a progress report of the year's activities at the annual meeting and shall be empowered to conduct official business as may be necessary by mail, phone or email.

Vice President

The Vice President shall assist the President in the performance of the President's duties and shall assume such other duties as are assigned by the President and approved by the Board of Directors. In the absence of the President, the Vice President shall assume the duties of the President and shall preside at the meetings of CVAC and Board of Directors. In the event the President is unable to complete his/her term, the Vice President shall succeed to the office of the President for the remainder of the President's term.

Secretary

The Secretary shall attend all meetings of the Board of Directors and CVAC and accurately record all proceedings of the meetings and shall perform like duties for any standing committee when required. The Secretary shall ensure two weeks' written notice of all meetings of the members and meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or President. The Secretary shall forward these records to the President within two weeks of all meetings held. Copies of the Board minutes shall be emailed to all Board members prior to the next Board meeting.

Treasurer

The Treasurer shall have custody of CVAC funds and securities and shall keep full and accurate accounts of receipts and disbursements in files belonging to CVAC and shall deposit all money and other valuable effects in the name and to the credit of CVAC in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of CVAC as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at its regular meetings, or when the Board of Directors requires, an account of all transactions and of the financial condition of CVAC.

The Treasurer shall submit a written report at the annual meeting, detailing the year's financial activities. In addition, the Treasurer shall be responsible for having an internal audit performed annually.

ARTICLE VIII – MEETINGS – BOARD OF DIRECTORS

Section 1. Regular meetings of the Board of Directors may be held upon such notice and at such time and place as shall be determined by the Board. Board members must attend a minimum of six (6) regularly scheduled meetings in person or via electronic attendance.

Section 2. Special meetings of the Board of Directors may be called by the President or by the President or Secretary on written request of at least one-third of the Directors, on ten (10) days' notice to each Director either by mail or email.

Section 3. A simple majority of the Board of Directors shall constitute a quorum. The vote of a majority of the Directors present at any meeting at which a quorum is established shall be the act of the Board of Directors unless a greater number is required by law or by these by-laws.

Section 4. Unless otherwise restricted by these by-laws all members in good standing may participate in a meeting of the Board of Directors or any committee, either in person or by electronic attendance. Such participation in a meeting shall constitute presence in person at the meeting. Members wishing to attend meetings electronically must give such notice to the Board Secretary or President at least ten (10) days in advance of the meeting.

Section 5. All members of CVAC in good standing are welcome at all meetings of the Board of Directors. However, the Board of Directors may adopt rules from time to time permitting the Board to convene in executive session from which persons who are not Directors of CVAC may be excluded, provided that a simple majority of the Directors present so vote.

ARTICLE IX - COMMITTEES

Section 1. The Board of Directors, by resolution adopted by a majority of the Board, may designate from among its members an Executive Committee and other standing committees, each consisting of one or more Directors. Except as otherwise provided by law, each such committee shall perform functions and have the powers and authority delegated to it by the Board in the resolutions(s) establishing such committee(s). Vacancies in all committees shall be filled at a regular or special meeting of the Board of Directors. All committees will be chaired by a Director.

Section 2. The Board, by resolution adopted by a majority of the Board, may create such special committees of the Board as it may deem desirable. Special committees shall be chaired by a Director. A special committee shall have only those functions and powers specifically delegated to it in the resolution creating such committee.

Section 3. The Board may dissolve any committee by resolutions adopted by a majority of the Board.

Section 4. Any committee must keep regular minutes of its proceedings and report the same to the Board of Directors at the next regular meeting of the Directors following the committee meeting.

ARTICLE X – FISCAL MATTERS and MISCELLANEOUS

Section 1. The Fiscal Year of the Council shall be June 1 through May 31.

Section 2. An annual budget shall be adopted for each fiscal year. The Board of Directors will develop and present the budget at the annual meeting. Proposed budget will be sent by email or regular mail to general membership no less than ten (10) days before the annual meeting. Upon approval at the annual meeting prior to the beginning of the fiscal year the new budget will take effect.

Section 3. The Board may amend the budget as necessary. No expenditure shall be made in a fiscal year unless it is within the limitations of the budget for that year, or unless it is authorized or ratified by the Board. Such authorization shall automatically amend the budget to that extent. Expenditures from endowments, special funds, grants or donations shall be budgeted as expenditures, and a corresponding amount budgeted as revenue.

Section 4. An annual internal audit of the financial records shall be completed each year. The Treasurer plus two (2) Council members, with approval of the Board, to serve as the Audit Committee, unless a certified audit is required by terms of grants or for other reasons. The audit report shall be communicated to the membership in such manner as the Board may designate.

Section 5. Checks or demands for money and notes of CVAC shall be signed by such officer or officers or such other person(s) as the Board of Directors may designate.

ARTICLE XI – AMENDING THE BY-LAWS

Section 1. A proposal to amend the by-laws may be initiated by the Board or by a petition filed with the Secretary and signed by at least five (5) CVAC members.

Section 2. Within twenty (20) days following the initiation of a petition to amend the by-laws, the proposed change shall be submitted to all members at a special meeting of the members or the annual meeting for vote. If at least two-thirds of those voting approve such proposal, it shall become effective as an amendment to the by-laws.

Section 3. A proposal to amend the by-laws initiated by the Board of Directors shall, if so requested by the Board, be submitted to all of the members in the same manner as Section 2, or if the Board of Directors shall so direct, be submitted at the special or annual meeting called for that purpose. Any amendment shall require two-thirds affirmative vote for adoption.

Section 4. Amendments, if adopted as provided above, shall become effective on the date specified in the proposal or if no date is specified, on the date on which adopted.

ARTICLE XII – DISSOLUTION OF THE COUNCIL

Section 1. In the event of the dissolution of CVAC, any excess funds or other assets remaining above those required to meet all financial obligations are to be distributed according to the not-for-profit laws of the State of New York.

Revised and Approved, November 21, 2023