Bylaws 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, New York 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 – GENERAL MEMBERSHIP

Section 1. General members are individuals or entities who support the mission and the Bylaws of the Council and who meet the eligibility criteria established by the Board of Directors. General members are non-voting.

Section 2. A person may apply for general membership by submitting a completed general membership form to the Council by email or by mail.

Section 3. A person ceases to be a general member of the CVAC:

a. Upon expiration of the year of general membership.

b. Upon delivering a resignation in writing to a Board member by email or by mail.

c. Upon death.

d. Upon expulsion.

   i. A general member of the CVAC who violates any of the Bylaws or resolutions of the Council or is guilty of conduct unbecoming as a general member of the Council may be expelled by a vote of a simple majority of Directors present at any regular meeting.

   ii. A general member who has been expelled shall not 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.

ARTICLE III – MEETINGS

Section 1. General members are invited to all regular, special and annual meetings that are held at such place and time as fixed by the Board of Directors. General members are notified of all meetings, regular, special and annual by email. Agendas and meeting minutes are sent to all general members by email. General members may comment on matters before the Board of Directors during the meetings.

Section 2. An annual meeting of the Board of Directors is held at the end of the fiscal year. Vacancies of Directors and Officers will be voted on at the annual meeting by the Board of Directors.

Section 3. From time to time, the Board of Directors may require special meetings. The business transacted at any special meeting shall be limited to the purpose or purposes set forth in the notice of the meeting.

ARTICLE IV – MEMBERSHIP 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 in furtherance of the business and objectives of the Council.

Section 2. General membership options:

a. The annual general membership options shall be fixed by the Board of Directors.

b. The annual general membership options shall constitute a twelve-month period beginning with the start and end of the calendar year.

Section 3. If the Board of Directors determines that additional monies are required, fundraising will be initiated by the Board of Directors to meet the need.

ARTICLE V – DIRECTORS, VOTING & QUORUM

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. Those persons elected as at-large Directors.

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

Section 2. The Board of Directors is the sole voting body of the Corporation and shall have full authority to manage and direct the affairs of the Corporation, except as otherwise provided by law or the Certificate of Incorporation. The Board shall have exclusive authority over:

a. election and removal of directors

b. election and removal of officers

c. approval of budgets and financial policies

d. adoption, amendment, or repeal of the Bylaws

e. approval of amendments to the Certificate of Incorporation

f. major transactions, including mergers, asset transfers, and dissolution

g. all other powers granted under the NPCL

Section 3. Each Director shall have one vote. Proxy voting is not permitted. Unless otherwise required by law or these Bylaws, actions of the Board shall be taken by a majority vote of the Directors present at a meeting at which a quorum is present.

Section 4. A simple majority of the entire Board shall constitute a quorum for the transaction of business, unless a greater number is required by law or these Bylaws. Directors at regular, special or annual meetings attending by video conferencing shall count as part of the quorum and their votes shall be valid.

Section 5. Election of Directors:

a. The Board of Directors shall have three groups of Directors with staggered terms to ensure varying tenure. Each director shall be elected for a three (3) year term and be eligible to be reelected for a second three (3) year term. After six (6) years, the Director must take a one (1) year hiatus. After the hiatus, the Director may have two (2) more consecutive three (3) year terms and then must take another one-year hiatus.

b. An incomplete term vacancy on the Board may be filled by a majority vote of the remaining Directors. If a Director is elected to complete a term for a previous Director who cannot fulfill the term, the newly elected Director will serve to complete the previous Director's term. The incomplete term will be considered the replacement Director's first term. Reelection shall be required to serve a second three (3) year term.

c. The Membership and Nominating Committee shall make inquiries of the Board to understand:
    i. If the Directors, whose terms are expiring and are eligible to be reelected, wish to have their names submitted on the ballot.

ii. If the Directors have suggestions for new Board members, the Membership and Nominating Committee shall contact the potential new Board members and receive permission to add their names to the ballot.

d. The Membership and Nominating Committee shall maintain records of Director terms and eligibility.

e. The Membership and Nominating Committee shall email its slate of candidates for the Board of Directors open seat(s) to the current Board of Directors at least 20 days prior to the annual meeting for review and consideration.

f. The Board of Directors shall vote on each candidate for the Board of Directors open seat(s) at the Council's annual meeting. Voting shall be conducted by paper ballot or secure electronic means. Directors may abstain in any vote, including in uncontested elections, by marking the ballot as "abstain" on that position. For each position, a simple majority secures the seat.

Section 6. Any Director may be removed with or without cause by a majority 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 the action is taken. The Director proposed for removal cannot vote at this special meeting and does not count as part of the quorum.

Section 7. An Officer term shall not exceed the same person's Director's term. Terms of office for Officers will be three (3) years with the person being eligible for a second term of three (3) years. After six (6) consecutive years in the office, a person must take a one (1) year hiatus from the position and the Board.

ARTICLE VI – 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 general 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 general 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 prepare a written report detailing the year's financial activities and a proposed annual budget for Board members approval at the annual meeting. Both documents will be available to Directors 20 days before the annual meeting by email.

ARTICLE VII – 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:

a. The President

b. The Secretary with written authorization of at least one-third of the Directors

Special meetings require ten (10) days' notice to each Director either by mail or email.

Section 3. Unless otherwise restricted by these Bylaws, all general members may participate in a meeting of the Board of Directors either by electronic means or in person. General members may participate in any committee meetings by invitation via electronic means or in person.

Section 4. All general 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. Persons who are not Directors of the CVAC may be excluded, provided that a simple majority of the Directors present so vote.

ARTICLE VIII – 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 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 on all committees shall be filled at a regular or special meeting of the Board of Directors. All committees shall have a Chair of the Committee. General members may be invited to become a member of a committee by the Chair of the Committee.

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 have a Chair of the Committee. 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 a committee by a resolution adopted by a majority of the Board.

Section 4. Committees shall keep minutes of meetings and report the minutes to the Board of Directors at the regular meeting of the Directors following the committee meeting.

ARTICLE IX – 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 Finance Committee will develop and present the budget at the annual meeting. Proposed budget will be sent by email or regular mail to the Board of Directors 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 general 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 X – AMENDING THE BY-LAWS

Section 1. These Bylaws may be adopted, amended, or repealed exclusively by the Board of Directors. The Corporation has no statutory voting members within the meaning of Not-for-Profit Corporation Law § 601(a); therefore, all governance authority regarding the Bylaws is vested solely in the Board.

Section 2. Written notice of any proposed amendment shall be provided to all Directors at least twenty (20) days prior to the meeting at which the amendment will be considered as part of the meeting agenda unless such notice is waived by all Directors entitled to vote.
The notice shall include:

a. the full text of the proposed amendment,

b. a brief explanation of its purpose, and

c. any recommended effective date

Section 3. Unless a greater vote is required by law or the Certificate of Incorporation, any amendment to the Bylaws shall require the affirmative vote of at least two-thirds (2/3) of the entire Board. For the purpose of this section "Entire Board" means the total number of directors currently serving.

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.

Section 5. The Secretary shall maintain an updated and dated copy of the Bylaws and all amendments and shall distribute the revised Bylaws to all Directors promptly after adoption.

ARTICLE XI – CONFLICT OF INTEREST

Section 1. The purpose of this Conflict of Interest policy is to protect the integrity and interests of CVAC when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director, Officer, Key Person, or Related Party, consistent with the requirements of the New York Not-for-Profit Corporation Law ("NPCL"), including the Nonprofit Revitalization Act

Section 2. Definitions. For purposes of this Article:

a. "Related Party" means any Director, Officer, or Key Person of the Corporation; any relative of such individual; or any entity in which such individual has a 35% or greater ownership or beneficial interest, or in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5%.

b. "Related Party Transaction" means any transaction, agreement, or arrangement in which a Related Party has a financial interest and in which the Corporation or any affiliate is a participant.

c. "Conflict of Interest" means any situation in which a Related Party's personal, professional, or financial interests may impair, or reasonably appear to impair, such person's independent judgment in the best interests of the Corporation.

Section 3. Duty to Disclose. A Related Party shall disclose in writing to the Board of Directors:

a. The existence and nature of any actual or potential Conflict of Interest or Related Party Transaction; and

b. All material facts relevant to the matter.

Disclosure must be made as soon as the individual becomes aware of the conflict.

Section 4. Recusal and Participation. A Related Party with a Conflict of Interest or financial interest in a Related Party Transaction:

a. Shall not be present during, or participate in, the Board's or committee's deliberation or vote on the matter;

b. May provide factual information or respond to questions only at the request of the Board; and

c. Shall not attempt to improperly influence the deliberation or voting process.

Section 5. Board Review and Approval of Related Party Transactions. The Board of Directors (or an authorized committee composed solely of Independent Directors) shall not approve a Related Party Transaction unless it determines that:

1. The transaction is fair, reasonable, and in the best interests of the Corporation;
2. The Corporation cannot obtain a more advantageous arrangement with reasonable effort under the circumstances; and
3. The Board has considered alternative transactions to the extent available.

Approval must be made by a majority vote of the Independent Directors present at the meeting.

Section 6. Documentation. The minutes of the meeting at which a Conflict of Interest or Related Party Transaction is considered shall include:

a. The name of the Related Party and the nature of the conflict;

b. The material facts disclosed;

c. Any alternatives considered;

d. The basis for the Board's determination; and

e. The vote of the Independent Directors.

Section 7. Annual Disclosure Statements. Each Director, Officer, and Key Person shall annually sign a written statement affirming that they:

a. Have received, read, and understand this Conflict-of-Interest policy;

b. Agree to comply with the policy; and

c. Have disclosed any potential conflicts or Related Party Transactions.

The Secretary shall maintain all signed statements as part of the corporate records.

Section 8. Administration of the Policy. The Board of Directors shall oversee the implementation of this policy and may adopt additional procedures consistent with the NPCL to ensure compliance with the Nonprofit Revitalization Act.

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.