

BYLAWS of the ARTS COUNCIL OF GLEN ROCK

Approved 12/8/2019

ARTICLE I: NAME AND ADDRESS

The name of this organization shall be the Arts Council of Glen Rock. The official mailing address is: 1 Harding Plaza, Glen Rock, NJ 07452

ARTICLE II: MISSION/VISION/TAX-EXEMPT STATUS

- Mission: To promote, support, and celebrate all forms of the arts. The Arts Council of Glen Rock advances and empowers the arts by providing an array of artistic experiences for and by the community throughout the year and by fostering the connection between local artists and the community.
- Vision: To make Glen Rock, New Jersey, a place where artists of all kinds are thriving and essential to our town's identity.
- This organization is structured exclusively as a nonprofit, tax-exempt organization under Section 501(c)3 of the U.S. Internal Revenue Code.

Section 1.

No part of net earnings of the organization shall inure to the benefit of any private shareholder or individual. The ACGR shall be non-profit, non-partisan, and non-sectarian. No substantial part of the activities of the organization is carrying on propaganda, or otherwise attempting to influence legislation, and the organization does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

ARTICLE III: ORGANIZATION OFFICERS/BOARD

Section 1: Executive Board (EB)

The Executive Board of the Arts Council of Glen Rock shall consist of President, Vice President, Recording Secretary and Treasurer. These four officers shall be elected for a one (1)-year term with eligibility to be reelected at the annual June meeting for a maximum of four consecutive years.

Duties

- **President:** The President shall preside at all meetings of the Membership, Board of Directors, and Executive Board; shall be the chief executive officer of the Organization; and shall be an ex-officio member of all Committees except the nominating committee.
- **Vice-President:** The Vice-President shall carry out special duties, such as securing nomination of board and committee members, as directed by the Board

of Directors or the Executive Board. In the absence of the President, the Vice-President may act in place and stead of the President.

- In lieu of a Nominating Committee, the Vice-President shall present to the Board a list of willing nominees at least 30 days prior to the Annual June Meeting and shall also be responsible for bringing nominations to the Board of Directors to fill mid-year vacancies.
- **Recording Secretary:** The Recording Secretary shall be responsible for the taking and keeping of minutes of all Membership, Board of Directors, and Executive Board meetings. The secretary will record the minutes, which will also include attendance and the next scheduled Board of Directors meeting. The secretary will have another Executive Board Member review the minutes before distributing to the members to the Board of Directors. The secretary will keep track of the agenda prioritizing current meeting vs. future meetings. Secretary will send a reminder to all Board of Directors a few days before the next meeting with updated agenda. In the case of special or additional meetings outside of regularly scheduled meetings, Secretary will send an invitation to members for meetings when appropriate.
- **Treasurer:** The Treasurer shall be responsible for all funds of the Organization. The Treasurer shall collect dues and receive all monies. The Treasurer shall prepare the annual budget and make payments in accordance with the approved budget or as directed by the Board of Directors. The Treasurer shall be responsible for establishing and maintaining full and accurate accounts and shall present financial statements at the Board Meetings.

Section 2: Board of Directors (BoD)

The Board of Directors shall consist of not more than twelve (12) or less than six (6) Directors. The Board of Directors shall include four Executive Board officers (President, Vice President, Secretary and Treasurer).

The Board of Directors shall have general charge, control and responsibility for the affairs, funds and property of the Arts Council of Glen Rock. The Board of Directors shall accept financial donations or in-kind gifts to carry out the purposes of the Arts Council of Glen Rock.

ARTICLE IV: GENERAL MEMBERSHIP

Section 1: Membership

Membership in the Arts Council of Glen Rock shall be open to all individuals interested in the mission and vision of the Arts Council of Glen Rock. Annual dues amounts shall be designated by the Board of Directors. Voting privileges at the annual June meeting for the election of officers shall be extended to all members whose dues are currently paid based on anniversary date, which will be verified by the Membership Committee chair and the Treasurer.

For more on membership meetings, see [Article V, Section 3](#).

ARTICLE V: BOARD OF DIRECTORS

Section 1: Tenure and Election

Executive Officers shall be elected at the Annual Meeting in June of each year. All members, whose dues are current as of June 1 , are eligible to vote. Nominees shall be presented to the Board 30 days prior to the Annual June Meeting. Additional nominations shall also be accepted from the floor, with the consent of the nominee prior to the election.

When there is more than one nominee for any Executive Officer position, the nominee will be elected by ballot. This is voted by all members whose dues are currently paid based on anniversary date.

Any Executive Officer or Board of Directors member may be removed from office by a majority vote of Board of Directors.

Section 2: Vacancies

Vacancies due to resignation, unexcused absence or other explicit reasons shall be filled by a nomination from any board member or a recommendation from the Executive Board and a majority vote of the Board of Directors at any regular Board of Directors meeting. The new appointee shall be elected to serve the unexpired portion of the departing Board member's term.

Section 3: Meetings

The Board of Directors:

- shall hold no less than six regular meetings each year. Special meetings of the Board of Directors may be called by the Executive Officers upon the written request of three Board of Directors members. Notice shall be sent by the Secretary to all Board of Directors containing the purpose and time and place of the special meeting at least three days in advance.

General Membership:

- A minimum of one general membership meeting will be held per year and listed on the website calendar. If a special membership meeting is called by the Executive Board, notice shall be sent to general membership in advance detailing the purpose, time and place of the special meeting.

Section 4: Quorum and Attendance

A majority of the total membership of the Board of Directors shall constitute a quorum. To transact business, a quorum must be present, and a majority vote of the Board of Directors present shall be required. The President, in consultation with one other Executive Board officers, shall have the authority to call an emergency meeting of the Board of Directors and transact any and all necessary business without a quorum being present. Such actions must be documented and reviewed at the next meeting when a quorum is present.

Attendance at meetings of the Board of Directors is the responsibility of each member. All expected absences should be communicated ahead of time with an Executive Board

member via e-mail. The expectation is a board member is to not miss more than four (4) (unexcused) meetings per year. If more than four meetings are missed, the Executive Board reserves the right to ask the Board member to resign.

Paid members are eligible to attend all scheduled meetings.

Section 5: Conflict of Interest

Each member of the Board of Directors shall disclose to the Board Directors any conflict of interest that may exist or arise at any regular or special meeting of the Board of Directors.

Section 6: Director Indemnification

The Organization shall hold each Board of Directors harmless of any liability that may be incurred while performing the duties of the Board of Directors in a reasonable and prudent manner. Further, the Organization shall indemnify any Board of Directors of any actual expenses or costs reasonably incurred in defense of any action, suit or proceeding — civil or criminal — to which he/she may be a party by reason of having been a director of the organization, except if such director is finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of any duty to the organization.

ARTICLE VI: COMMITTEES

Section 1: Executive Board

There shall be an Executive Board comprising four executive officers: President, Vice President, Treasurer and Secretary. The Executive Board shall have general control of the affairs of the Organization between meetings and shall have the power of the Board to act on urgent business that cannot wait for a regular meeting of the Board of Directors. A majority of those present shall constitute a quorum. The actions of the Executive Board shall be reported to the Board of Directors at its next meeting.

Section 2: Membership Committee

A Membership Committee shall be appointed by the President to oversee collection of dues, keep membership records by membership anniversary date and work with the board of directors to promote/increase organization membership.

Section 3: Special Events

The Board of Directors may appoint such other committees to manage special events as may be necessary or desirable to assist the Board of Directors in accomplishing the mission and objectives of the Organization. All events, committees and chairs must be approved by a majority vote of the Board of Directors. The Chair of such committees may be drawn from current members of the Board of Directors, or the membership of the Arts Council of Glen Rock. If the Chair of such a committee is not a member of the Board of Directors, then such Chair shall report to an appointed member of the Board, who will take on the role of liaison, responsible for two-way communication.

ARTICLE VII: FISCAL POLICY

Section 1: Fiscal Year

The fiscal year shall be from Jan 1 to Dec 31.

Section 2: Accounts and Audit

The books and accounts of the Arts Council of Glen Rock shall be kept in accordance with generally accepted accounting principles and shall be audited every three (3) years by a selected third-party finance professional at the close of the fiscal year.

Section 3: Authorized Signatures

The Treasurer, President and Vice President as approved by the Board of Directors shall be authorized to sign checks. Amounts exceeding \$300 will require two signatures.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

If a question arises, *Robert's Rules of Order* shall be the parliamentary authority used as a resource (but not necessarily as a requirement) for matters of procedure not specifically covered by the bylaws or by specific rules of procedure adopted by the Board of Directors.

ARTICLE IX: AMENDMENT OF BYLAWS

These bylaws may be altered, amended, or repealed in whole or in part by the affirmative vote of two-thirds of the membership present at the Annual Meeting or at any regular or special meeting; provided notice of such proposed action with respect to the bylaws is provided to the membership 15 days in advance.

ARTICLE X: OFFICERS' LIABILITY AND INDEMNIFICATION

Section 1. To the fullest extent permitted by New Jersey law and applicable laws and regulations then in effect, the Arts Council of Glen Rock (ACGR) will indemnify any person, made or threatened to be made, a party to an action or proceeding, including one by or in the right of the ACGR to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other foundation of any type or kind, domestic or foreign or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any officer of the ACGR served in any capacity at the request of the ACGR, by reason of the fact the such person, his testator or intestate, was officer of the ACGR or served such other ACGR, partnership, joint venture, trust, employee benefit plan of other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding or any appeal therein, if such trustee or officer acted, in good faith, for a purpose which he or she reasonably believed to be in, or in the case of service of any other ACGR or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best

interests of the ACGR and, in criminal actions or proceedings, in addition had no reasonable cause to believe that the conduct was unlawful.

Section 2. To the fullest extent permitted by New Jersey law and any other applicable laws and regulations then in effect, upon request of any person who may be entitled to indemnification hereunder, the ACGR will advance to such person reasonable expenses incurred by such person in defense of a civil or criminal action or proceeding to which such person has been made, or is threatened to be made, a party by virtue of serving, or having served, as an officer of the ACGR in any similar capacity with any other organization at the request of the ACGR. Such advancement will be contingent upon receipt and review by the officer designated by the Executive Board of statements sufficiently detailed to support any such claim for advancement and provided further that in no event will any expenses be advanced without a written undertaking signed by such person agreeing to repay any such amounts advanced to, or on behalf of, such person if it is ultimately determined that the person may not be indemnified by the ACGR. All claims for advancements, supporting documentation, and written undertakings will be remitted to the Executive Board.

Section 3. Nothing in these Bylaws will limit or affect any other right of any person to indemnification or expenses, including attorney's fees, under any statute, rule, regulation, Certificate of Incorporation, Bylaw, insurance policy, contract or otherwise. No elimination of this Section and no amendment of these Bylaws adversely affecting the right of any person to indemnification or advancement of expenses hereunder will be effective until the sixtieth day following notice to such person of such action and no elimination of, or amendment to these Bylaws will deprive any person of his or her rights hereunder arising out of alleged or actual occurrences, acts or failures to act prior to such sixtieth day.

Section 4. The rights to indemnification and advancement provided hereunder are contract rights and will continue after such person has ceased to be an officer of the ACGR and will inure to the benefit of such person's heirs, executors, administrators, and legal representatives.

ARTICLE XI: DISSOLUTION

The Arts Council of Glen Rock shall be dissolved by a majority vote of the membership present at a meeting called for such a vote. One-month notification shall be given to all membership about the meeting called for this purpose.

In the event of dissolution, the assets of the Arts Council of Glen Rock will be transferred to the Borough of Glen Rock, earmarked by the Town Council for an Arts event or events in keeping with the spirit of the Mission and Vision of the Organization.

NON-DISCRIMINATION POLICY

The Organization follows the same policy used by the Borough of Glen Rock:

"The Borough shall not discriminate against any events or groups based on age, race, creed, color, national origin, ancestry, marital status, affectionate or sexual orientation, gender identity or expression, disability, nationality or sex."

"ARTIST PROTECTION" POLICY

It is the policy of the Arts Council of Glen Rock to use or promote all artists' works in accordance with their specified licensing agreements.

The purpose of this policy is to comply with Title 17 of the U. S. Code in the protection of "original works of authorship" that are fixed in a tangible form of expression. These categories should be viewed quite broadly and include literary, dramatic, musical, artistic, audiovisual, and computer programs as well as other intellectual works.

These bylaws were adopted by a unanimous vote of the Board of Directors, 12/8/2019.