

Flagstaff Arts Council – Bylaws
Approved by the Board of Directors March 24, 2021

Article I – General

Section 1 – Name

This organization is incorporated under the laws of the State of Arizona as Flagstaff Arts Council. It has the trade names “Creative Flagstaff” and “Coconino Center for the Arts” registered with the State of Arizona.

Section 2 – Offices

The corporation shall have and continuously maintain an office in Flagstaff, Coconino County, Arizona for the purpose of doing business.

Section 3 - Purpose

The Flagstaff Arts Council is formed for the purpose of advancing art, science and culture in Flagstaff, Arizona.

Section 4 – Limitation of Methods

Flagstaff Arts Council shall observe all local, state and federal laws that apply to a non-profit organization as defined in Section 501(c)(3) of the Internal Revenue Code.

Section 5 – Fiscal Year

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June.

Article II – Membership

The corporation shall have no members.

Article III – Board of Directors

Section 1 – General Powers

The affairs of the corporation shall be the exclusive responsibility of the Board of Directors. These affairs include the organization’s governance, fiduciary duties and policymaking. The Board shall delegate the responsibility for the day-to-day operations of the corporation to an Executive Director.

Section 2 – Composition of the Board

To be eligible to serve as a member of the Board of Directors, one must have a commitment to fulfilling and upholding the Mission and Vision of the Flagstaff Arts Council, have a passion for the Flagstaff community, and in particular, have a love and appreciation for the creative sector of the Flagstaff community. In addition, each Board member is required to make a personally meaningful financial contribution to the Flagstaff Arts Council annually and to serve on at least one standing

committee.

The Board of Directors shall be comprised of not fewer than nine (9) and not more than seventeen (17) voting directors.

Organizations, whether governmental, quasi-governmental, non-profit or for profit, which have a commitment to fulfilling and upholding the Mission and Vision of the Flagstaff Arts Council, demonstrated by the signing of a Memorandum of Understanding (MOU) with the Council, may suggest candidates for a position as a voting member of the Board of Directors. These candidates must then be elected by the Board of Directors.

The Executive Director shall be a non-voting member of the Board. Other non-voting members may be added at the discretion of the Board. The board, by resolution or agreement, may also establish ex-officio voting seats at its discretion.

Section 3 – Term of Office

Directors shall serve a three-year term starting July 1 following their election by the Board of Directors. Except as provided in Section 5 of this Article III, no elected director shall serve more than two consecutive full terms in office. A period of one year must elapse before eligibility is restored.

Section 4 – Selection of Directors

The Governance Committee shall submit names of proposed Directors to be elected by a majority of the voting members of the Board at any meeting of the Board throughout the fiscal year. Any Board member may suggest candidates for open Board positions to the Governance Committee.

Section 5 – Vacancies

Vacancies on the Board of Directors shall be filled, at the discretion of the Board, by a majority vote of the Board. A director elected to fill an unexpired term is eligible to serve two regular 3-year terms in addition to the time remaining on the unexpired term, unless the time remaining is more than two years. If the unexpired term is greater than two years, then the director will only be eligible to serve the remainder of the term plus one additional three-year term.

Section 6 – Attendance

If any director misses two consecutive regularly scheduled meetings of the Board, or misses three meetings in a year, and has not requested a leave of absence or permission for an extended excused absence from the Board President, the Board may remove the director by a majority vote of voting members present.

Section 7 – Quorum

A majority of the voting directors shall constitute a quorum at any meeting of the Board of Directors.

Section 8 – Board Actions

Except as otherwise required by these Bylaws, the affirmative action of a majority of voting directors present at any meeting shall be the act of the Board of Directors. Each director shall have one

vote. Proxy voting is prohibited.

Section 9 - Electronic Participation

Any one or more directors may participate in a meeting of the Board of Directors by means of conference telephone, internet or similar communications device that allows all persons participating in the meeting to hear each other. Participation by electronic method shall be equivalent to presence in person at the meeting for purposes of determining if a quorum has been achieved. At the discretion of the President, voting by email may be permitted unless two or more Board members object.

Section 10 – Meetings of the Board of Directors

The frequency of regular Board meetings shall be established by the Board but shall not be less than nine (9) times per year. There shall be an Annual Meeting of the Board of Directors which shall be the meeting at which Board officers are elected, and the annual budget is voted upon. The Annual Meeting will be a regular Board meeting and thus will not require special notice.

Special meetings may be called at the request of the President or any two directors. Written or electronic notice of special meetings shall be given at least three (3) days prior to the meeting date.

The Board may go into executive session at any time upon majority vote of the voting members present.

Section 11 – Compensation

The corporation shall pay no compensation to any director for services performed by such director for the corporation as a director, but nothing herein contained shall be construed to preclude any director from being reimbursed for reasonable travel and lodging expenses while on board business, subject to approval by the Board of Directors. Directors may also be compensated for non-board service work for the organization on a short-term contract basis subject to Board approval.

Section 12 – Removal

A director may be removed from the Board of Directors with or without cause, upon two-thirds vote of the other directors.

Section 13 – Management

The Board shall hire an Executive Director as needed. All negotiations, actions and agreements shall be in compliance with the Board adopted personnel policies and the Executive Director shall be bound by those policies.

Section 14 – Indemnification

To the maximum extent authorized by law, the corporation shall provide for indemnification of any and all current or former officers, directors, and employees against expenses incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors, or employees of the corporation.

Article IV – Officers

Section 1 – Titles

The titles of the Officers of the corporation shall be President, Vice President, Immediate Past-President, Treasurer, and Secretary.

Section 2 – Determination of Officers

The Board of Directors, at the Annual Meeting shall elect a slate of officers as recommended by the Governance Committee.

Section 3 – Term of Office

Officers are elected to serve for a maximum of four consecutive one-year terms.

Section 4 – Duties of Officers

The President shall be the principal elected officer of the corporation and shall preside at all Board meetings of the corporation.

The Vice-President shall serve as the primary assistant to the President and shall perform the duties of the President in the absence of that officer.

The Past-President shall serve as an advisor to the President and other officers, the Board of Directors, and Executive Director.

The Treasurer shall periodically report to the Board on the financial condition of the corporation and perform such duties as are appropriate to the office of treasurer.

The Secretary shall assure that the corporation maintains an accurate record of the proceedings of all Board meetings.

Section 5 – Vacancies

A vacancy among the officers, with the exception of Past President, shall be filled within 60 days, by a majority vote of the Board of Directors.

Article V – Committees

Section 1 – Appointment and Authority

The President shall appoint standing and ad hoc committee chairs and members subject to the approval of the Board unless otherwise stated in Article V Section 2. Standing committee chairs shall be appointed annually. The Board shall define the responsibilities and duties of the standing and ad hoc committees. Each committee shall present its advice and recommendations to the Board.

Section 2 – Standing and Ad Hoc Committees

There shall be six (6) standing committees: Executive, Finance/Audit, Governance, Development, Grantmaking, and Coconino Center for the Arts Advisory Board.

The Board of Directors may form ad hoc committees to address special projects and issues. The Board President may discharge ad hoc committees upon completion of work and approval of recommendations to the Board. Ad hoc committees may be discontinued at any time by the President subject to Board approval.

Section 3 – Composition of Committees

The Executive Committee shall be composed of the President, Vice-President, Immediate Past President, Secretary, Treasurer and up to two (2) additional Board members appointed by the President and approved by the Board. The President shall chair this committee.

The Finance/Audit Committee shall be composed of a minimum of two (2) Board members. The Treasurer shall chair this Committee and may appoint non-Board representatives to serve on this Committee.

The Governance Committee shall be composed of a minimum of three (3) Board members. All members of this Committee shall be directors.

The Development Committee shall be composed of a minimum of two (2) Board members. The chair may appoint non-Board representatives to serve on this Committee. The chair shall be a director.

The Grantmaking Committee shall be composed of a minimum of two (2) Board members. The Chair may appoint non-Board members to serve on this Committee. The chair shall be a director.

The Coconino Center for the Arts Advisory Board shall be composed of a minimum of two (2) Board members. The chair may nominate non-Board members to serve on this Committee with (FAC) Board approval. The chair shall be a director.

Section 4 – Policies and Procedures

The Standing Committees may develop written policies and procedures. Committee policies and procedures shall be approved by the Board.

Section 5 – Meetings

The Committees shall determine the frequency of their meetings. Committees shall meet as needed and report their recommendations or findings to the Board.

Section 6 – Duties of the Executive Committee

The Executive Committee shall act on behalf of the full Board between regular Board meetings on matters of policy, finance and on matters requiring immediate action. In addition, the Executive Committee shall advise and assist the Executive Director. The Executive Committee may meet monthly and all actions shall be reported to the full Board at its next regular meeting.

Section 7 – Limitation of Authority

The Executive Committee may not merge or dissolve the corporation, amend the Bylaws, or

appoint or remove directors or the Executive Director.

Other than the Executive Committee under the circumstances defined in this Article, no committee shall take or make public any formal action, or make public any resolution, or in any way commit the Corporation on a question of policy or finance without first receiving the approval of the Board of Directors.

Article VI- Advisory Council

At the discretion of the Board of Directors, an Advisory Council may be formed. All Members of the Advisory Council must be elected by a majority of the voting members of the Board.

Section 1 – Purpose of the Advisory Council

The Advisory Council shall serve to offer guidance to both the Board and the Executive Director but shall have no governance powers.

Section 2 – Composition of the Advisory Council

Members of the Advisory Council must be committed to the Mission and Vision of the Flagstaff Arts Council and be willing to work as strategic partners of the Council. They may be individuals representing themselves or be recommended by one of the strategic partners which signs an MOU with the Council, as described in Article III, Section 2. No voting member of the Board of Directors may serve as a member of the Advisory Council except that the chair of the Advisory Council shall be a non-voting member of the Board appointed by the President and approved by the Board. The strategic partner organizations may suggest different candidates for both the Board of Directors and the Advisory Council.

Section 3 – Term of Office

The Board may determine whether members of the Advisory Council have a set term of office. If no term is set, members of the Advisory Council may serve indefinitely unless removed by action of the Board, resignation or death.

Section 4 – Meetings

The Advisory Council will meet, together with the Executive Director and the President of the Board, or their designee, between two (2) and four (4) times per year. The Executive Director may invite others to join these meetings as well.

Section 5 – Additional Requirement

Each of the individual members of the Advisory Council or the organization each member represents shall make a meaningful financial contribution annually to the Flagstaff Arts Council.

Section 6 – Removal from Advisory Council

A member of the Advisory Council may be removed from that position with or without cause upon two-thirds vote of the voting members of the Board of Directors.

Article VII – Finances

Section 1 – Contracts and Other Documents

The Board of Directors may authorize the Executive Director or any officer or agent of the corporation to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Section 2 – Checks and Other Financial Payments

Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. All checks, drafts, loans, or orders for the payment of money, notes or other evidence of indebtedness in the name of the corporation, within budget or approved by the Board, shall be signed by the Executive Director, President or agent of the Board, as specified in the Flagstaff Arts Council Financial Policies and Procedures.

Section 3 – Deposits

All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may from time-to-time select.

Section 4 – Gifts

The Board of Directors may accept or refuse on behalf of the corporation any contribution, gift, bequest, or property for the general purpose or for any special purpose of the corporation. The Board may adopt a Gift Policy specifying when gifts may be accepted or refused.

Section 5 – Financial Review

An independent public accountant shall perform a review or audit of the organization's finances at least once every three (3) years. The accountant shall be selected by and shall report to the Board of Directors. The review shall at all times be available to directors of Flagstaff Arts Council.

Article VIII – Books and Records

The corporation shall keep accurate and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors. Books and records of the corporation may be inspected by any director, their agent or their attorney for any proper purpose at any reasonable time.

Article IX – Amendments

The Board of Directors may amend these bylaws by a two-thirds vote of the directors. Upon written notice of at least thirty (30) days, any number of amendments or an entire revision of the bylaws may be submitted and voted on at a meeting of the Board of Directors.