

BYLAWS
QUEEN ANNE'S COUNTY ARTS COUNCIL, INC.

Article I - Name and Purpose

Section 1. The name of this organization shall be the Queen Anne's County Arts Council, Inc., hereinafter referred to as QACAC.

Section 2. The purpose of the QACAC is to promote, expand, and sustain the arts in Queen Anne's County.

Article II - Membership

Section 1. Any person, group of persons, organization, association, or business engaged in or interested in the arts and associated activities is eligible for membership in QACAC.

Section 2. The right to vote or serve on the Board of Directors is reserved for individual members who are in good standing.

Section 3. Membership in QACAC shall consist of categories as determined by the Board of Directors.

Section 4. Members in good standing are persons who have paid their dues in accordance with Article III.

Article III - Dues

Section 1. Annual dues shall be established by the Board of Directors.

Section 2. Dues are payable to QACAC on or before the member's annual membership renewal date.

Article IV - Board of Directors

Section 1. The business of QACAC shall be overseen by the Board of Directors, hereinafter referred to as the Board.

Section 2. The Board, including its Officers, shall consist of at least 11 and no more than 21 Directors. The Directors and Officers are elected at an Annual Meeting. The Officers of the Board shall be Chairman, Vice-Chairman, Secretary, and Treasurer.

Section 3. Directors must be residents of the State of Maryland and maintain legal residency in Maryland throughout their terms.

Section 4. Directors shall-serve for a two-year term starting at the beginning of the fiscal year following the Annual Meeting at which they are elected. Directors may not serve for more than

three consecutive two-year terms without a one-year absence. The fiscal year shall begin on July 1 and end on June 30.

Section 5. In case of a vacancy in the office of Chairman, the Vice Chairman shall accede to the office and shall serve until the next election. In case of a vacancy among the other Officers, the Board shall elect a person to serve until the next election of Officers.

Section 6. In case of a vacancy among the Directors, the Board is empowered to, but not required, to fill the vacancy for the remainder of the term. A Director's vacancy is only required to be filled if the makeup of the Board fails to meet the minimum required number of Directors.

Section 7. The QACAC encourages attendance by Directors at all meetings of the Board. If for any reason a Director is unable to attend, he or she must notify the Executive Director or the Chairman prior to the meeting.

Section 8. If a Director misses two consecutive meetings without prior notice as designated above, the Board will consider that Director to have tendered his or her resignation.

Section 9. If a Director moves his or her legal residence outside the state of Maryland, he or she will be deemed to have resigned effective as of the date of change of legal residency.

Section 10. Any member desiring to resign from the QACAC Board shall submit his or her resignation in writing to the Chairman and copy the Executive Director. Resignation shall be deemed to be effective as of the date of receipt of the resignation.

Section 11. Any Director may be removed from office by a vote of the majority of the Directors in office at any meeting of the Board convened in compliance with these Bylaws, provided that written notice of the intention to consider removal of a Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Article V - Duties of Officers

Section 1. Officers shall perform the duties set forth in these Bylaws.

Section 2. The Chairman shall:

- ensure that notices of all meetings are sent to the members;
- preside over all meetings of the Board and the Executive Committee, and at the Annual Meeting;
- direct, assist, and coordinate those activities which are the responsibilities of the Executive Director;

- sign all contracts and agreements, that exceed a certain dollar amount as determined by the Finance Committee, in the name of the QACAC after they have been approved by the Board.
- set the agenda, in conjunction with the Executive Director and the other Directors, for all meetings of the Board;
- appoint the chairs of committees subject to the approval of the Board;
- be an ex-officio member of all committees except the Executive Committee and the Nominating Committee;
- represent QACAC at appropriate state, regional, and local functions;
- ensure that all committees are functioning properly;
- ensure that all monies are budgeted and all financial liabilities are met;
- assist in setting Board goals and ensure that these goals are implemented;
- ensure that the interpersonal relationships within the Board and with the staff are maintained in a positive manner; and
- prepare a report for the Annual Meeting.

Section 3. The Vice-Chairman shall:

- perform the duties of the Chairman in the absence or disability of that Officer;
- serve as parliamentarian should there be a question on process, using these Bylaws and, for items not covered in these Bylaws, *Robert's Rules of Order*, latest edition;
- coordinate the preparations for the Annual Meeting; and
- aid the Chairman in coordination of any other activities as requested by the Chairman.

Section 4. The Secretary shall:

- keep a record of all Board and Executive Committee meetings and submit them in a timely manner as minutes to the Executive Director for distribution to the Board at least two weeks prior to the next meeting;
- ensure that the minutes are approved at the next meeting and then filed in the permanent records in the office of QACAC;

Section 5. The Treasurer shall:

- monitor and analyze the finances of the organization;
- report to the Board on a regular basis on financial activity and stability;
- advise the Board of any significant financial matters that require action by the Board;
- co-sign checks with the Executive Director and ensure that the Chairman has check-signing authority to sign in the absence of the Treasurer;
- report at the Annual Meeting on financial activity and stability;
- serve as a member of the Finance Committee.

Article VI- Elections

Section 1. The Officers and Directors are elected at an Annual Meeting.

Section 2. At the January meeting of the Board, the Nominating Committee shall form, consisting of the members of the Executive Committee. The Chair of the Nominating Committee shall be the Chairman of the Board, or his or her designee. This committee shall solicit nominations from fellow Directors and others. The Chairman of the Nominating Committee shall present the list of nominees to the Board for review and approval at a meeting of the Board at least one month prior to the Annual Meeting. A list of the approved nominees shall be included in the notice of the Annual Meeting.

Section 3. At the Annual Meeting before calling for the vote, the Chairman will announce the nominees for Officers and Directors, and then open the floor for any additional nominees. Nominations from the floor must be considered provided the nominee has consented to serve. A majority voice vote is required to elect each nominee.

Article VII - Meetings and Quorums

Section 1. Regular meetings of the Board shall be held at least quarterly and may be scheduled more frequently by the Chairman.

Section 2. The Annual Meeting of QACAC shall be held in May of each calendar year at such date, time, and location as is determined by the Board. Business to be conducted at the Annual Meeting shall include the election of Officers and Directors and reports by the Executive Director, Officers, and committees as determined by the Bylaws and the Board.

Section 3. Special Meetings of the members of QACAC may be called by order of the Board or upon the written request of fifteen Members. The business to be transacted at the Special Meeting is limited to that mentioned in the notice to the members.

Section 4. Special Meetings of the Board may be held at any time or any place when called by the Chairman or by the written request of at least three Directors or twenty-five percent of the

Directors, whichever is greater. The business to be transacted at the Special Meeting of the Board is limited to that mentioned in the notice to the members of QACAC.

Section 5. Notice of Meetings. The Chairman shall send notice in writing of regular Board meetings and the Annual Meeting to the members at least ten (10) days and no more than thirty (30) days before the day of the meeting. Notices of Special Meetings of the Members or Special Meetings of the Board shall be sent in writing, state that it is a special meeting being called, include the business of the meeting, and be sent at least forty-eight (48) hours prior to the meeting time. Written notice of meetings may be delivered by electronic transmission. Failure of notice to any member shall not invalidate the meeting or any action taken at the meeting

Section 6. Executive Session: At any meeting of the Board, where a quorum is present, the Board may, by a majority vote, decide to enter an Executive Session in which only voting Directors may be present. The decision and reason to enter Executive Session shall be recorded in the minutes. Executive Session minutes may be kept separately and confidentially, and need not include the discussion, only actions taken.

Section 7. Quorum. One-half of the total number of Directors then serving shall constitute a quorum at a Board meeting where official business is conducted and votes taken.

Section 8. Voting. A majority vote of the Directors present is required for action to be taken. In the case of a tie vote, the vote of the Chairman (or the next highest ranking Officer present in this order: Vice-Chairman, Secretary, Treasurer) will be the deciding vote. If a Director recuses himself or herself on an item needing a vote, then the matter is decided by a majority vote of the Directors eligible to vote.

Section 9. Telephone and Electronic Participation. Directors may participate in Board meetings and vote on matters discussed therein, by means of a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Director at the meeting.

Article VIII - Executive Director

Section 1. An Executive Director may be hired by the Board and serves at the pleasure of the Board. Hours of work and salary shall be recommended to the Board by the Executive Committee and approved by the Board. Other staff will be hired or terminated by the Executive Director, with Board approval.

Section 2. The Executive Director shall report directly to the Chairman.

Section 3. The Executive Director shall:

- be in charge of the physical plant;
- serve as the chief operational executive of the QACAC;

- be responsible for the day-to-day operations of the QACAC;
- implement policies adopted by the Board;
- act in an advisory capacity to the Board;
- serve as a liaison between the Board, committees, members, the general public, and the Maryland State Arts Council;
- oversee staff;
- prepare a written report for each meeting of the Board and for the Annual Meeting; and
- be responsible for such other duties as may be prescribed by the Board.

Section 4. An annual evaluation of the Executive Director shall be completed by the Executive Committee one month before the expiration of the Executive Director's annual contract.

Section 5. Except when the Board is meeting in Executive Session, the Executive Director shall attend and participate in meetings of the Board and of committees as staff to the Board and the committees, but shall not be entitled to a vote. The Board, at its discretion, may invite the Executive Director to be present at an Executive Session.

Article IX - Committees/Functions

Section 1. Executive Committee. The Executive Committee shall consist of the Chairman, Vice-Chairman, Secretary, and Treasurer. The Executive Committee shall develop recommendations pertaining to the affairs of the QACAC and shall report such recommendations to the Board for action. In instances where special circumstances require expeditious action between meetings of the Board, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board. The minutes of the Executive Committee shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee and the minutes shall be submitted to the Board.

Section 2. The Finance Committee. The Finance Committee shall consist of the Treasurer as Chair, and a minimum of two other board members and two non-board members. The Finance Committee is responsible for developing, reviewing and monitoring fiscal procedures and the annual budget with staff. The board must approve the budget. The Finance Committee will meet as needed but at least quarterly and shall report their findings to the Board after each meeting.

Section 3. In addition to the Executive Committee, which also serves as the Nominating Committee, and the Finance Committee, the Board may establish other committees as needed. The Board may not delegate to committees the following powers: the power to amend the Bylaws; the power to hire or fire the Executive Director or staff; the power to amend the articles of incorporation; the power to approve dissolution, merger, or transfer of assets of the organization; and the power to take any action that requires approval of the Board by law.

Section 4. The Chairman may appoint persons to chair and serve on those committees, and may appoint persons who are not Directors to those committees. All such appointments must be approved by the Board either prior to the appointment or be ratified at the next Board meeting.

Section 5. Committees established by the Board shall meet on an as-needed basis. The chair of each committee shall report to the Board on the committee's activities. Committee chairs must seek the approval of the Board before taking significant actions, including, but not limited to, expending funds.

Article X – Forms of Meetings and Communications

Section 1. Any communications sent electronically, including, but not limited to, by telephone, facsimile, or electronic mail, shall be deemed to be equivalent to and a substitute for written notice.

Section 2. Except for the Annual Meeting, any meeting required by these Bylaws may be held, for some or all participants, by telephone, teleconference, video conference, webcast, or any similar form of virtual meeting, provided that all required participants are able to participate on an equal basis in the meeting.

Article XI – Conflict of Interest.

The Board shall adopt a conflict of interest policy that covers Board members, staff members, and volunteers with significant decision making authority with respect to the resources of the organization. The conflict of interest policy should identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and should provide for review of individual transactions by the uninvolved Directors. The policy should also require that the minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken, and, where applicable, the abstention from voting and participation by the interested party.

Article XII. –Nondiscrimination

The QACAC shall not discriminate against any person on the basis of age, sex, race, color, national origin, ethnicity, sexual orientation, gender identity, disability, or political or religious opinion or affiliation in any of its policies, procedures, or practices.

Article XIII – Indemnification

QACAC shall indemnify its Directors to the fullest extent permitted by Maryland and federal law including the payment of related legal expenses.

Article XIV – Exoneration

To the fullest extent permitted by Maryland or federal law, no Director of QACAC shall be personally liable to QACAC or its members for money damages. Directors shall not be automatically exonerated in the case of intentional misconduct. No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to Directors under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

Article XV – Insurance

The Board shall evaluate the organization's needs for insurance coverage as appropriate for its activities, including, but not limited to, general liability insurance and Officers and Directors liability insurance.

Article XVI – Compensation

The Board shall serve without compensation. Directors may be reimbursed for expenses reasonably incurred on behalf of QACAC. Nothing in this paragraph is intended to preclude a Director from receiving compensation for his or her service to QACAC in some other capacity, provided the transaction is consistent with the organization's conflict of interest policy.

Article XVII – Records

QACAC shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board, the Executive Committee, and the Annual Meeting, and shall keep at the principal address of QACAC a record of the names and addresses of the Directors as well as its Articles of Incorporation, current Bylaws, and Board-approved policies. QACAC shall make available to the public its application to the IRS for tax-exempt status, its IRS determination letter, and its most recently filed IRS form 990. All books and records of QACAC may be inspected by any Director within three (3) business days of written request.

Article XVIII – Amendments

These Bylaws may be amended by a simple majority vote of the Directors entitled to vote at a meeting at which a quorum is present. Any proposed amendment(s) must be submitted to the Directors and Members in writing along with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date.

Article IX - Dissolution

Upon the dissolution of the QACAC, Inc., the Board, after providing for the payment of all obligations, shall distribute, within its discretion, any remaining assets to the Queen Anne's County Government or a nonprofit tax exempt organization within Queen Anne's County.

Adopted by the Board this 18th day of May 2015

Chairman

Dated

I, the undersigned, being Secretary of QACAC, hereby certify that the above is a true, complete, and accurate copy of the Bylaws adopted by the Board.

Secretary

Dated