



LAKE REGION ARTS COUNCIL

BY-LAWS

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Lake Region Arts Council

BYLAWS

TABLE OF CONTENTS

	<u>PAGE</u>
I. Area Served	1
II. Members (Membership, Alternates, Board Director's Service, Leave of Absence)	1-2
III. Election of Officers	2
IV. Meetings	3
V. Reimbursement	3
VI. Minutes	3
VII. Voting	3
VIII. Recommendations and Reports	3
IX. Fiscal Year	4
X. Officers	4
XI. Committees	5
XII. Amendments	5
XIII. Ratification	5

BY LAWS OF THE LAKE REGION ARTS COUNCIL, INC.

Article I — Area Served

All citizens within the Counties of Becker, Clay, Douglas, Grant, Otter Tail, Pope, Stevens, Traverse and Wilkin.

Article II — Members

Section 1. — Membership

- a) The members shall constitute the Board of Directors.
- b) The Board of Directors shall be composed of persons who have demonstrated interest, have expertise or experience in or with the arts.
- c) Membership on the Lake Region Arts Council Inc. Board of Directors (hereinafter referred to as the “Board”) shall consist of at least one person, preferably two (2) persons who are residents of each county in the region.
- d) If, three months after notification of a board vacancy, the vacancy still exists, nomination of a resident from an adjoining county in the region may be accepted for a one year term, renewable annually. (effective 11/03)
- e) At any one time, no more than three (3) residents of any one county may serve on the LRAC Board.
- f) An open nomination process shall be used to fill vacancies on the Board. This process will involve publication of the vacancies in regional news media to inform the public. A notice of vacancies will be sent to county commissions, organizations of mayors, and arts organizations in counties, with a request for nominations.
- g) Persons are encouraged to nominate themselves or others. Nominations will be received in writing with accompanying resume’ or vita of the nominee. Names submitted shall be referred to the Membership Committee for review with input from the current director(s) of the county in question. Appointment to the Council will follow a vote of the current Board Directors on all nominations.

Section 2. — Alternates

- a) A Board director may designate an alternate for any meeting that the regular director cannot attend. The designated Alternate shall convey the views of the regular Board Director to the Council for their consideration. (Effective 3/03)
- b) The LRAC office will maintain a list of persons willing to serve as alternates in the event a Board Director cannot attend.

Section 3. — Board Director’s Service

The length of a Board Director’s service shall be determined as follows:

- (a) Each full term shall be for a period of three (3) years, with appointments to commence at the July meeting. Any Board Director filling an “Unexpired Term” will commence the first year of his/her full 3-year term on the next July 1.
- (b) No Board Director shall serve for more than two (2) consecutive 3-year terms, except by a lapse of one year between service.
- (c) Failure of a Board Director or an appropriately designated alternate to attend three (3) successive meetings, or four (4) meetings during the course of one year shall constitute reason for removal from the council.

Article II — Members

Section 3. — Board Director's Service (cont.)

- (d) A written resignation to the chairperson of the Board shall terminate a member's service. In such instance, the membership selection process under Article II, Section 1, shall be followed to complete the term of such person.

Section 4. — Leave of absence policy

- (a) Board directors of the LRAC who have served at least one full year on the council are eligible for a leave of absence.
- (b) A leave of absence may be requested for medical, professional, educational, artistic, or personal reasons.
- (c) A leave of absence may be requested for a minimum of three months up to a maximum of one year. Should a Board director's needs require absence from the Council in excess of one year, the director should resign from the Council and go through the nomination process at a later date.
- (d) A leave of absence (other than for medical reasons) must be requested in writing at least two months in advance and must receive the approval of the LRAC.
- (e) No more than one person from each county nor a total greater than three Board directors of the LRAC may be on leave at the same time. No director may receive more than one leave of absence.
- (f) The amount of time spent on leave will be deducted from the Board director's term of office.
- (g) For leaves of absence amounting to six months or less, the Board director requesting the leave will nominate a replacement, if possible. For all other leaves of absence, the LRAC will follow the usual procedure in filling vacancies on the Council. In all cases, the replacement must receive the approval of the LRAC.
- (h) Replacement directors will have all the rights and responsibilities of regular board directors.
- (i) Serving as a replacement Board director will not affect any subsequent term of office if that person should eventually be appointed to a regular term on the LRAC.

Article III — Election of Officers (Effective 10/02)

Section 1. — Election of officers will be held at the annual meeting in July, with terms commencing immediately. The nominating committee will present a slate of officers for the Executive Committee consisting of the positions of chairperson, vice chairperson, treasurer and member-at-large. The chairperson, vice chairperson, treasurer and member-at-large shall be elected for a one (1) year term.

Section 2. — A member of the Executive Committee may serve up to two (2) consecutive years as an officer, but no more than one (1) consecutive year in the same position.

Article IV — Meetings

Section 1. — Schedule: the Council at its annual meeting each year will decide the time and date of the regular council meetings.

Section 2. — Annual Meeting: The annual meeting shall be held during the month of July each year.

Section 3. — Calling Meetings: Special meetings may be called by the chairperson or by a majority of the members of the Board of Directors. Reasonable notice thereof shall be given by telephone or in writing. Meetings may be cancelled or postponed by the chairperson or by a majority of the Board of Directors, except that no two regular meetings of the Board shall be cancelled.

Section 4. — Quorum: Eight (8) Board Directors shall constitute a quorum so long as at least four (4) counties are represented among those eight directors. (Effective 4/99)

If a quorum is present when a duly called or scheduled meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of Directors originally present leaves less than the number otherwise required for a quorum.

Article V — Reimbursement

Section 1. — Any Board Director or alternate shall be reimbursed for expenses incurred according to written policies established by the council.

Article VI — Minutes

Section 1. — Complete and accurate minutes of each meeting of the council and committees authorized to act on behalf of the organization will be maintained. Copies will be sent to each Board Director at least five (5) days before the meeting date of the following meeting.

Article VII — Voting

Section 1. — A simple majority vote of members in attendance (at least a quorum) shall carry any motion.

Section 2. — Each Board director shall have a single vote on any issue. If an Alternate Director is present, that Alternate shall vote in place of the regular Director. If a voting Director cannot attend a meeting, his/her vote may be cast by telephone or electronic means, or through a written document, unless the Director's Alternate has cast a vote in the Director's place. (Effective 3/03)

Article VIII — Recommendations and Reports

Section 1. The annual meeting of the Board of Directors shall be in July of each year. At the next meeting of the new fiscal year, the following annual reports shall be reviewed:

- Annual Report of fiscal year completed, including a summary of activity programs and budgets;
- Annual Report of fiscal year beginning, including a summary of activity programs and budgets;
- The LRAC shall follow the schedule, standards, and plan format for the Biennial Plan required by the state legislature in order to receive its allocation of block grant funds. This Biennial Plan shall be submitted to the MSAB and the Legislative Library in accordance with the RAC/MSAB Fiscal Agent Agreement and will follow the guidelines presented in the Regional Arts Council Forum Policy Manual.
- The LRAC shall submit amended spending and work plans for the second year of the biennium to the MSAB as stipulated in the RAC/MSAB Fiscal Agent Agreement.
- The LRAC shall submit other reports or audits as specified in the RAC/MSAB Fiscal Agent Agreement.

Article IX — Fiscal Year

The fiscal year of the corporation shall extend from July 1 to June 30.

Article X — Officers

Section 1. — The Officers of the Corporation shall be a chairperson, vice chairperson, treasurer and secretary. The secretary shall be an ex-officio member, an employee or staff person on the Board. The chairperson, vice chairperson and treasurer shall be council members and shall be elected as outlined in Article III hereof.

Section 2. — The officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors and as are specified in Section III herein.

Section 3 — Specific Powers and Duties:

- (a) Chairperson — The chairperson shall preside at all meetings and shall be charged with handling such meetings in as efficient and effective a manner as is in the best interests of the board and its purposes. The chairperson shall be charged with enforcing Robert's Rules of Order during all meetings. The chairperson shall perform all other such duties as are incident to the office of chairperson or are properly required of him by the Board of Directors.
- (b) Vice Chairperson — In the absence or disability of the chairperson the vice chairperson shall exercise all functions of that office.
- (c) Treasurer — The treasurer shall have the custody of all funds of the council and deposit the same in the name of the council in such bank or banks as the Board of Directors may elect; the treasurer shall sign all drafts, notes and orders for the payment of money and shall pay out and dispose of the same under the direction of the Board of Directors. The treasurer shall at all reasonable times exhibit the books and accounts of the council to any director, officer or member of the council upon reasonable request.
- (d) Secretary — The secretary shall not be a member of the Board, but shall be an ex-officio employee or staff person. The secretary shall keep the books and records of the council and shall keep a record of the minutes of the meetings of the Board of Directors and shall act as secretary at such meetings and shall attend to all correspondence, notices and other documentation necessary for the operation of the meetings and business of the council. The secretary shall have the custody of the seal of the council, if any, and shall in general perform all duties incidental to the office subject to the supervision of the Executive Committee and Board of Directors.

Section 4. — The Chair and Treasurer may delegate some or all of their legal responsibilities to others, including staff, however, they remain responsible for the actions of their delegates.

Article XI — Committees

Section 1. — There shall be one standing committee, the Executive Committee which shall include the chairperson, the vice chairperson, treasurer, and one member-at-large from the council. The Executive Committee serves as the membership committee, as needed. It serves as finance committee to review and authorize expenditures. It shall serve as the personnel committee for staff.

The Executive committee will be responsible for other official actions of the Board, at the direction of the Board or chairperson.

Section 2. — The Executive Committee formation shall be for a one year term, commencing with the election of officers in July.

Section 3. — Ad hoc committees shall be appointed by the chairperson for purposes and terms, as needed.

Article XII — Amendments

Section 1. — These bylaws may be amended at any regular or special meeting by the affirmative vote of two-thirds of the membership present and voting, providing that the written notice of the meeting stated an amendment would be offered to the bylaws; the notice contained the proposed bylaw change; and a quorum is present.

Article XIII — Ratification

Section 1. — These bylaws shall be ratified after being accepted by two-thirds of the Lake Region Arts Council, Inc. members present and voting.