

Jersey City Arts Council BYLAWS

By-Laws of the Jersey City Arts Council Approved by the Board of Directors
2019 - 2 - 19

ARTICLE I: NAME

The legal name of this organization shall be the Jersey City Arts Council, Incorporated, hereinafter the JCAC.

ARTICLE II: MISSION

The JCAC is a non-profit organization working to ensure that Jersey City has a vibrant, vital arts environment. Our mission is to be an ambassador and advocate for the arts in Jersey City.

JCAC supports artists, builds sustainability and promotes arts and culture in the community.

JCAC will provide leadership, direction, and technical assistance through partnerships with the area's many curators, artists, arts administrators, community organizations, community development corporations, planning groups, economic development agencies, and the general public. JCAC will assist in audience development and public awareness of arts and culture, and will serve as a cultural resource to the community in order to enhance the quality of life in our area.

Our ongoing goals are to advocate and promote the arts in Jersey City, to support practicing artists and local art organizations, to encourage economic development within the arts community, and to facilitate the growth of our community into a regional arts destination.

The JCAC welcomes artists and arts supporters of every heritage, race, gender and belief; and will enable participation by those with special needs and challenges to the best of our ability.

JCAC shall operate exclusively for charitable and educational purposes. No part of the net earnings of the organization may inure to the benefit of any individual except for the payment of salaries, expenses and other obligations incurred in fulfillment of the mission of the organization.

In the event of liquidation, dissolution, or winding up of the organization in any manner or for any reason, all of the assets of the organization, after payment of the obligations and liabilities, shall be distributed, transferred, conveyed, delivered, or paid over to any nonprofit, educational or cultural organization(s) with Section 501(c)(3) status under the Internal Revenue Code as approved by the Board of Trustees.

ARTICLE III: BOARD OF Directors

Section 1. The business of the JCAC shall be governed by the Board of Directors (BOD).

Section 2. The BOD shall meet once Monthly. The month of June shall be the annual meeting.

Section 3. Special meetings of the BOD may be called by the Chair, Executive Director or three Directors with a minimum of five days telephonic or e-mail notice to the rest of the Board.

Section 4. Alternate voting procedures

- A. If circumstances or timing do not allow convening a Board meeting, a vote on a single issue may be conducted by electronic means. A Director shall transmit a motion to the Secretary for distribution. The Secretary shall forward the motion to the BOD. Replies must be received within forty-eight (48) hours. The first vote received in favor shall be considered a second of the motion. The Secretary shall record the votes of all Directors. Any Director who objects to conducting the vote outside of a meeting may notify the Secretary and the motion shall be deferred for later consideration.
- B. Proxy voting: A Director who is unable to attend a regular or special Board meeting may transmit a proxy vote on an issue or issues set forth in the published agenda. The vote must be received by the Secretary, in a form that can be printed, prior to the conclusion of the meeting. The Director shall acknowledge that s/he has sufficient information to vote on that issue.

Section 5. The Board of Directors shall be composed of a minimum of four (4) persons, and a maximum of eleven (11) persons. Exceptions to the maximum can be made with a two-thirds majority vote.

Section 6. Term of Office for Board Directors. Term of office shall be one (1) year renewable each year through voting. Directors may serve for consecutive terms.

Section 7. Any mid-term vacancy on the BOD may be filled by an Executive Committee appointment, with input from the BOD, for the remainder of the unexpired term. A mid-term appointment shall not be counted as a full term of office, and shall not preclude a Director from serving additional one (1) year terms.

Section 8. Each Director shall have one vote. Fifty percent (50%) of the members of the BOD shall constitute a quorum for a Board meeting. A simple majority of those voting is sufficient for the adoption of any motion. On a tie vote the motion is defeated.

Section 9. Directors shall serve without compensation for that service, but individuals may be reimbursed for expenses as approved by the Board.

Section 10. A Director absent from three consecutive meetings, or who is not fulfilling the participatory requirements as outlined in the board agreement, shall be requested by the Chair to give notice of intention to participate. If this intention is unsatisfactory to the Board, the Director shall be denied participation on the Board and asked to resign.

Section 11. The officers of the BOD shall also serve as the officers of the JCAC.

ARTICLE IV: OFFICERS OF THE BOARD OF DIRECTORS

Section 1. The officers shall be Chair, Vice Chair, Secretary and Treasurer. The officers shall be nominated and elected by the Board of Directors.

Section 2. The term of all officers of the BOD shall be one year.

Section 3. In the event that an officer resigns mid-term or is unable to complete his/her term, the BOD shall appoint a Director to complete the vacated term.

Section 4. The Chair shall preside at all meetings of the Board of Directors and the Executive Committee, and perform all such other duties as ordinarily pertain to the office of the Chair.

Section 5. The Vice Chair shall perform the duties of the Chair in the absence or disability of the Chair, and shall perform such other duties as may be assigned by the Chair.

Section 6. The Secretary shall keep minutes of all meetings of the Board of Directors, and the Executive Committee, and shall present them to the Executive Director and the Chair shortly after the meeting. Minutes shall be approved at the subsequent meeting and then shall be available to all Directors upon request.

Section 7. The Treasurer shall oversee all financial matters, chair the Finance Committee, review the budget with the Executive Director, review and approve the financial reports presented by the Executive Director at Board of Directors' meetings and work with the Executive Director as an advisor.

ARTICLE V: ELECTIONS

Section 1. Not less than two (2) months prior to the annual Board meeting, the secretary will solicit nominations to fill officer and BOD terms expiring at the end of the year. The number of vacancies and the necessary criteria to fill those vacancies will be determined each year. Directors will be encouraged to submit applications on their own behalf or that of another party. A slate of directors and officers is to be made available to the Board for approval not less than fifteen (15) calendar days prior to the Annual Meeting.

Section 2. The slate shall be acted upon at the Annual Meeting by a majority vote of the Board of Directors. A simple majority of those voting shall be sufficient for election.

ARTICLE VI: EXECUTIVE DIRECTOR

The Executive Director shall be employed by and be responsible to the Board of Directors and shall establish and maintain an office and other facilities as approved by the Board of Directors; maintain the records and files of the organization; and hire and supervise any additional personnel. The Executive Director shall serve as a non-voting ex-officio member of the Board of Directors and the Executive Committee. The duties of the Executive Director shall be articulated in a separate employment contract.

ARTICLE VII: FINANCES AND CONTRACTUAL POWERS

Section 1. The fiscal year shall begin on January 1 and end on December 31.

Section 2. With the approval of the Board of Directors, the Chair and/or the Executive Director is authorized to execute Contracts, Deeds, Leases, Bills of Sale, Mortgages, Notes, Bonds, and other instruments.

Section 3. Bank checks or other financial drafts require two (2) of the following signatures above \$1500.00: Treasurer, Chair, Vice Chair, Secretary, or Executive Director.

ARTICLE VIII: COMMITTEES

Section 1. Board of Directors Participation on Committees

All Directors shall serve on at least one committee. Each year at the Annual Meeting, the Chair shall appoint a Director to chair each of the Standing Committees. The Executive Director shall be an ex-officio member of each committee.

Section 2. Recruitment of Directors

Each year when the notice is sent to the full Board regarding the slate of candidates for election to the Board, the JCAC shall notify the Directors with positions to be filled and invite their participation.

Section 3. Standing Committees

A. Executive Committee

1. The Chair is the designated chair of the Executive Committee. The Executive Committee shall be composed of the Chair, Vice Chair, Secretary, and Treasurer. The Executive Director shall be an ex-officio member of the committee.
2. The Executive Committee shall advise and recommend agenda items, recommend policies and practices regarding grants, develop long-range strategies for planning, and operate affairs of the JCAC in concert with the Executive Director.
3. The Executive Committee shall meet periodically, as deemed necessary by the Chair and/or Executive Director. At least three (3) members of the Executive Committee must be present at a meeting to constitute a quorum. However, the Committee may confer by telephone or email for routine matters not affecting policy. The Secretary shall keep a record of such conferences.

B. Finance and Audit Committee

1. The Treasurer is the designated chair of the Finance and Audit Committee (FAC). The FAC shall work with the Executive Director and Chair of JCAC in the preparation of the annual budget, shall review the finances of the JCAC on a regular basis, and shall make recommendations to the Board of Directors. The Chair of the committee can appoint two additional committee members from the Board and two not from the Board to serve in an advisory capacity.
2. The FAC will review the books and records at the end of each fiscal year and report to the Board of Directors.
3. The FAC shall recommend policies regarding investments and shall seek an advisor or advisors to the Board.

C. Fundraising Committee

1. The Fundraising Committee shall be comprised of at least two Directors, one of whom shall be chair.
2. The Fundraising Committee shall be charged with implementing fundraising activities, as needed by the organization.
3. All Board Directors are expected to participate in fundraising activities, not just members of the Fundraising Committee.

D. Additional Committees

The Chair may appoint ad hoc committees or task teams from the Board of Directors as circumstances warrant, or as directed by the BOD.

ARTICLE IX: MEETINGS

Section 1. The Board shall meet annually in June for the purpose of electing officers and members of the Board of Directors, receiving reports by officers and committees, and for other business that may arise. The Board may, at a regularly scheduled meeting, vote by a two-thirds majority to change the Annual Meeting date.

Section 2. Special meetings of the Board may be called by the Chair with the approval of the BOD.

Section 3. Notice of meetings of the Board shall be given at least fifteen (15) calendar days prior to the date of the meeting.

ARTICLE X: AMENDMENTS

These By-Laws may be amended at a regular or special meeting of the Board of Directors. The text of the proposed amendment or revisions shall have been made available to the Board at least fifteen (15) calendar days in advance of the meeting at which the matter is to be considered. Amendments require a two-thirds favorable vote of the Board.

ARTICLE XI: INDEMNITY INSURANCE

The organization may purchase and maintain insurance for the purpose of indemnifying any person, including Directors, officers, employees, agents or volunteers, to the full extent allowed by New Jersey law.

ARTICLE XII: CONFLICTS OF INTEREST

Whenever a Director has a financial or personal interest in any matter coming before the Board of Trustees, the Board shall ensure that:

1. The interest of such officer or director is fully disclosed to the board of Directors.
2. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of Directors at which such matter is voted upon.
3. Any transaction in which a Director or officer has a financial or personal interest shall be duly approved by BOD not so interested or connected as being in the best interests of the organization.
4. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.
5. If the Board has reasonable cause to believe a Director has failed to disclose actual or possible conflicts of interest, it shall inform the Director of the basis for such belief and afford the Director an opportunity to explain the alleged failure to disclose.
6. If, after hearing the Director's response and after making further investigation as warranted by the circumstances, the Board determines the Director has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.