



Bylaws
of
Vestavia Hills Arts Council

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Article I Name

Section 1. Name

The name of this corporation is VESTAVIA HILLS ARTS COUNCIL (VHAC).

Section 2. IRC Section 501(c)(3) Purposes

VESTAVIA HILLS ARTS COUNCIL (VHAC) is organized exclusively for charitable and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

Article II Purpose

Section 1. Purpose of Organization

The purposes of the Arts Council are

- to promote communication, cooperation, and mutual support among artists and arts organizations in Vestavia Hills
- to advocate for the arts and their support in the community;
- to serve as a liaison between the arts and business, government, and educational institutions; and
- to provide educational services for and about the arts. To serve these purposes, the Arts Council involves members, volunteers, and supporters throughout Vestavia Hills.
- assist in the drafting of goals and strategies to ensure the community needs are being met as it relates to the arts.

Article III Board of Directors

Section 1. Number of Board Members

The corporation shall have no fewer than 10 and no more than 18 board members.

Consulting Trustees in Perpetuity: Mayor of Vestavia, Director of Arts Education VHCS, Vestavia Hills City Marketing Coordinator

Section 2. Qualifications

A resident of Vestavia Hills and committed to the mission of the VHAC.

Section 3. Powers

Subject to the provisions of the laws of Alabama and any limitations in the articles of incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities, and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

Section 4. Board Members Responsibilities

Board members are expected to:

- Attend meetings on a regular basis
- Support the council and events
- Volunteer
- Chair committee(s)
- Advocacy

Section 5. Terms of Office

All board members shall serve three-year terms (rotating) but are eligible for re-election for up to three consecutive terms for a total of nine years of continuous service.

Section 7. Place of Meetings

Meetings shall be held at the Vestavia Hills City Hall unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the board of directors.

Section 8. Regular Meetings

Regular meetings of the board of directors shall be held at least quarterly or as needed. An official board meeting requires that each board member have written notice at least two weeks in advance.

Section 9. Committee Meeting

Committee meetings may be held at any time for event planning with board notification.

Section 10. Fiscal Year

The fiscal year of the corporation shall run from October to September.

Section 11. Board Elections and Procedures

During the first quarter of each calendar year of the corporation, the board members shall elect board members to replace those whose terms will expire at the end of the calendar year. These elections will be staggered annually after the original two-year duration. The slate of new board members will be confirmed in January in accordance with the provisions of these bylaws.

New directors shall be elected by a majority of directors present at such meeting, provided there is a quorum present.

Section 12. Quorum for Meetings

A quorum shall consist of 40% of the filled member positions on the board of directors.

No action shall be taken by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section 14. Conduct of Meetings

Meetings of the board shall be presided over by the executive chair of the board, or, if no such person has been so designated or, in his or her absence, by the vice chair. The Secretary of the council shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting. Actions of the board will be forwarded by the majority vote when a quorum is present.

Section 15. Vacancies

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any board member, and (2) whenever the number of authorized board is increased.

Any board member may resign effective upon giving written notice to the president of the board, the secretary unless the notice specifies a later time for the effectiveness of such resignation.

Vacancies on the board may be filled by approval of the board members. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation, or removal from office.

Section 16. Nonliability of Board of Directors

The board members shall not be personally liable for the debts, liabilities, or other obligations of the corporation, except as a consequence of intentional malfeasance or criminal acts.

Article IV Membership

Section 1. Membership

- Board members
- Friends of VHAC is open to any person or organization that subscribes to the purposes of the organization.

Section 4. General Meetings.

The Arts Council shall call an open Annual Meeting each year and additional meetings at its discretion. Notice of regular meetings will be communicated to members at least 30 days in advance. Special meetings may be called on as needed.

Section 5. Disciplines, Meetings, and Assembly

Individual members and member organizations in each arts discipline are encouraged to meet together and in assembly with other arts disciplines to make recommendations to the Board on nominations, programs, funding, and other activities.

Article V Officers

Section 1. Designation of Officers

The officers of the corporation shall be an executive chair, a vice-chair, a secretary, and a treasurer. In the alternative, the latter two offices may be combined in one person as a secretary/treasurer. Officers will serve two-year rotating positions.

Section 2. Qualifications

Any board member may serve as an officer of the council.

Section 3. Election and Terms of Office

Officers shall be elected by the board of directors, at a regular business meeting in the last quarter of the calendar year, normally the December meeting, and each officer shall hold office for the calendar year or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Officers may be re-elected to serve for up to the length of their eligibility as board members.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of the executive chair, such vacancy may be filled temporarily by appointment by the executive chair until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

Section 6. Duties of the Executive Chair

The executive chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer. The executive chair appoints all committee chairs.

Section 7. Duties of Vice Chair

In the absence of the executive chair, or in the event of his or her inability or refusal to act, the vice chair shall perform all the duties of the executive chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the executive chair. The vice chair shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation or by these bylaws, or as may be prescribed by the board of directors. The expectation is that vice chair would transition to the executive chair after the two-year term.

Section 8. Duties of Secretary

The secretary shall:

- Keep notes, minutes and all records pertaining to the incorporation, governance, functions, meetings and actions of the board. Maintain all documents for board accessibility and communication.
- The secretary will keep and distribute to board members an annotated list of said documents for reference purposes.

Section 9. Duties of Treasurer

The treasurer shall:

- Have charge and custody of, and be responsible for, all funds and securities of the council, and deposit all such funds in the name of the council in such banks, trust companies, or other depositories as shall be selected by the board of directors.
- Receive, and give receipt for, monies due and payable to the corporation from any source.
- Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.
- Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.
- Render to the executive board, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the council.
- Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

Section 10. Duties of the executive member at large

The executive member at large shall

- Understudy for other roles on the executive committee
- Odd number/no ties when the executive committee has a vote
- Assist with social media promoting our events

Article VI Committees

Section 1. Executive Committee

The appointed board officers shall serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

The executive committee will meet bi-monthly as needed.

Section 2. Finance Committee:

The executive committee shall serve as the finance committee.

Section 4. Other Committees

The council shall have such other committees as may from time to time be designated by resolution of the board of directors. Any committee may include persons who are not also members of the board and who act in an advisory capacity to the board.

Section 5. Meetings and Action of Committees

Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

Article VII Amendments

The Articles of Incorporation or Bylaws of the Council may be amended by a majority vote of the board members, and notice of such amendment shall be shared with the membership within a reasonable time but no later than 30 days before the next full membership meeting.

Article VIII Execution of Instruments, Deposits, and Funds

Section 1. Execution of Instruments

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation in excess of \$500.00 shall be signed by two officers of the corporation.

Section 3. Deposits

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

Section 4. Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

Article IX IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings or assets of this council shall inure to the benefit of, or be distributable to, its members, directors, or trustees, officers, employees or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.


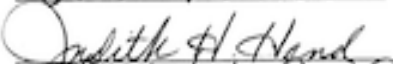
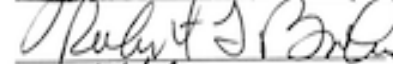


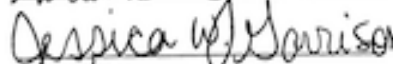
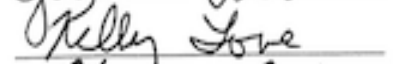
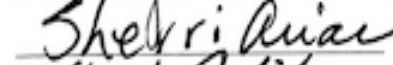
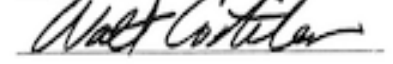
Article X– Dissolution

If the Arts Council dissolves, the Board of Directors, shall, after paying or making provision for payment of all liabilities of the organization, dispose of all of the assets of the organization in such manner, or to such organizations operated exclusively for educational purposes as shall at the time qualify as tax-exempt under the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

CERTIFICATION and NAMES OF CHARTER MEMBERS

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote

on this day, **June 5th 2023**.

Signature	Printed name	Role
	Faith Lenhart	chair
	Judith H. Hand	member
	Robert F. Banker	member
	Eden Anderson	executive member @ large
	Madison Grooms	member
	Jessica Garrison	member
	Kelly Love	member
	Sherri Arias	treasurer
	WALT COSTLOW	MEMBER