

**Loudoun Arts Council, Inc.**  
**An Independent Non-profit Corporation**  
**Bylaws**

*(Ratified by General Membership on 10/16/97; revision ratified on 09/07/00)*

**Article I: Name**

The name of this corporation shall be the Loudoun Arts Council, Inc. (LAC)

**Article II: Purpose**

LAC is a voluntary membership organization, which enhances the quality of life in Loudoun County by advocating, assisting, and promoting the arts and individual artists. LAC operates at the interface between and in support of all Loudoun arts organizations, providing information, education, research and communications to benefit the arts community as a whole.

**Article III: Membership**

**Section 1: Qualification**

Any person who has paid dues in accordance with the current dues schedule approved by the Board of Directors shall be a member of LAC.

**Section 2: Voting**

Each member shall be entitled to cast one vote at the annual meeting and at any specially called membership meeting.

**Article IV: Meetings**

**Section 1: Annual Meeting**

Each year, the Board of Directors shall convene a meeting of the general membership.

**Section 2: Special Meetings**

Special meetings of the general membership may be called by the President or the Board of Directors or upon the written request of twenty or more LAC members.

**Section 3: Notice**

Written notice of all meetings of the general membership shall be given by first class mail no less than two weeks prior to the meeting, along with the agenda, and descriptions of items upon which action is to be taken.

**Section 4: Quorum**

Members of LAC equal to twice the number of the then elected directors in attendance shall constitute a quorum for meetings of the general membership.

**Article V: Board of Directors****Section 1: Number and Duties**

The Board shall consist of no less than ten nor more than twenty-five voting directors. The Board shall set policy and govern LAC.

The Board may from time to time appoint advisory members to serve. Advisory members may engage in all Board activities and programs, with voice, but no vote. The Board may appoint any number of Advisors.

The Board shall be a working Board, with Directors and Advisors serving on standing and special committees as are required to execute LAC's policies and government.

**Section 2: Requirement**

Directors and Advisors to the Board must be members of LAC in good standing at the time of their election or appointment.

**Section 3: Nomination and Election**

Directors shall be nominated by the Board and elected by the general membership at the annual meeting. Newly elected Directors shall begin their service at the next meeting of the Board.

**Section 4: Term of Office**

Directors elected at the annual meeting shall serve for a term of two years. They shall be eligible for consideration by the Nominating Committee to be nominated to serve up to two additional, consecutive terms.

**Section 5: Vacancies**

Directors may elect individuals from the general membership to fill the unexpired terms of vacancies on the Board.

**Section 6: Honorary Members**

Directors may recognize individuals who have contributed significantly to LAC by extending them the title "Honorary Members". Nothing further is required of Honorary Members.

## **Section 7: Meetings and Voting**

The new Board shall meet within ten (10) days of the annual meeting and thereafter at least six times each year. In addition, the Board may have special meetings upon the call of the President and three Directors.

At all meetings of the Board, business shall be transacted by a majority vote of two-thirds of the Directors present. Proxy votes submitted prior to the meeting shall be accepted on specific items previously advertised on the agenda mailed with notice of the meeting. Proxy votes may not be used for action on new business items. Any action taken shall be deemed the action of the full Board.

Robert's Rules of Order shall govern proceedings of all meetings. Any irregularities or failure to conduct with proper procedure shall be waived unless objections are raised at the time of the meeting. Summary minutes reflecting the proceedings of the Board shall be provided to directors within thirty days of each meeting.

## **Article VI: Officers**

### **Section 1: Number and Duties**

There shall be four officers, President, Vice-President, Secretary and Treasurer.

The duties of the officers shall be as follows: The President shall preside over meetings; the Vice-President shall serve in the absence of the President; the Secretary shall maintain the official minutes of meetings; and the Treasurer shall maintain financial records, or as prescribed and assigned to them respectively by the Board. Officers assume their duties upon election.

### **Section 2: Nomination and Election**

Candidates for office shall be presented by the Nominating Committee and elected by the Directors. The election shall take place at the Board meeting immediately following the annual meeting.

### **Section 3: Term of Office**

The term of office is one year.

### **Section 4: Vacancies**

Any vacancies arising during a term shall be filled by Executive Committee appointment upon ratification by the Directors at the next regular Board meeting.

## **Article VII: Committees**

### **Section 1: Executive Committee**

The Executive Committee shall consist of the four officers and the chairpersons of the standing committees. It shall serve as the steering committee, set the agenda for the Board, and, during the intervals between

Board meetings, implement Board decisions.

**Section 2: Nominating Committee**

The Nominating Committee shall consist of at least three Directors who shall be appointed by the President at the start of each term. The Nominating Committee shall identify candidates for consideration as Directors to fill Board vacancies resulting from expired and unexpired terms. The Nominating Committee shall solicit from the Development Committee to compose and maintain a Board that reflects balanced participation from artists, business managers, community leaders, and educators.

**Section 3: Development Committee**

The Development Committee shall consist of at least three Directors, appointed by the President and shall be responsible for formulating and implementing strategies supporting membership and fundraising efforts.

**Section 4: Communications Committee**

The Communications Committee shall consist of at least three Directors, appointed by the President, and shall be responsible for outreach to members and for external public relations efforts.

**Section 5: Artists Committee**

The Artists Committee shall consist of at least three Directors, appointed by the President. The Artists Committee shall assist LAC in serving as a clearinghouse for artists to identify their ideas and needs, to provide outreach to the artist community, and to serve as advocates for the artist community.

**Section 6: Special Committees**

Special Committees may from time to time be appointed by the Executive Committee and shall be chaired by a Director. Special Committees shall serve at the pleasure of the Executive Committee for such duration as it directs.

**Article VIII: Reports**

**Section 1: Financial Reports**

The fiscal year shall be the calendar year. Books and accounts of the treasury shall be kept under the direction of the Treasurer and shall be available for inspection by Directors at reasonable times. They shall be reviewed annually by a certified public accountant appointed by the Directors. The Treasurer shall provide a current financial report at each meeting of the Board.

**Section 2: Annual Report**

At the annual membership meeting, the President shall review and evaluate LAC's efforts in the preceding year in achieving the goals articulated in its strategic plan. The President will up-date the Board on this progress

each quarter.

**Article IX: Gifts**

The Board may accept on behalf of LAC any contribution for the general purposes in accord with the provisions of Section 501 (c) (3) of the Internal Revenue Service code. The Board will review each special purpose gift on a case-by-case basis.

**Article X: Conflict of Interest**

Directors shall serve without compensation. Directors may be reimbursed for out-of-pocket expenses paid on behalf of LAC and approved by the Board.

Directors shall not receive payments through or from LAC for the sale of goods or services unless they are performing or exhibiting at events sponsored by LAC that are open to artists and suppliers who are not directors.

Directors who are connected with an organization that receives financial support from LAC shall not vote on matters affecting that organization.

**Article XI: Amendment Procedure**

These Bylaws and the Articles of Incorporation may be amended by two-thirds vote of those present at any general membership meeting. Notice of any proposed amendment shall be submitted in writing to the general membership two weeks prior to the meeting by first class mail.