

Franklin County Arts Alliance Bylaws
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Article I. Name

- A. Franklin County Arts Alliance (FCAA)
- B. P.O. Box 1276, Mount Vernon, Texas 75457

NOTE: The FCAA shall also be known as the association or the corporation within this document.

Article II. Purpose

- A. FCAA is a benevolent nonprofit association, which shall
 - 1. Promote cultural awareness, in Franklin County and surrounding area, of
 - a. The visual arts and
 - b. The performing arts
 - 2. Promote education of the arts in Franklin County
- B. The FCAA shall not engage in any activity not directly related to A.1.and A.2.
- C. The FCAA shall be open to persons of all ages regardless of race or ethnicity.

Article III. Membership

- A. Membership is open to all individuals interested in the visual and/or performing arts.
 - 1. There shall be seven (7) classes of membership with annual dues:

a. Individual	annual rate to be determined by the Board
b. Family	annual rate to be determined by the Board
c. Donor	\$ 100 \$249
d. Patron	\$ 250 \$499
e. Benefactor	\$ 500 \$999
f. Sponsor	\$1,000 & up
g. Other: Honorary	no charge
 - 2. Term of membership is January 1 through December 31.
 - 3. Renewal dues should be paid by the end of January.
 - 4. Members with renewal dues in arrears by the first of April of the year in which dues are to be renewed shall:
 - a. Be denied the privileges of the association and
 - b. Have their names placed in an inactive file.
 - c. Reinstatement may be accomplished by paying all dues in arrears for the current year.
 - 5. New members joining in the last quarter of the year shall pay the annual dues rate which will carry their membership over to the following calendar year.
 - 6. General membership shall be invited to:
 - a. Public functions of the association

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- b. Meetings and programs for members sponsored by the organization.
 - i. Arts
 - ii. Art Education
 - iii. Cultural Arts
- B. Voting of Membership
 - 1. Each member shall have one vote.
 - 2. A majority vote of those present shall determine the action on a motion or recommendation at a membership meeting.

Article IV. Meetings

- A. Annual meetings shall be held on
 - 1. First Thursday of January
 - 2. Starting at 7 pm
 - 3. At a location determined by the Board
 - 4. With public notice given minimum of one week before the meeting.
 - 5. If the meeting falls on a legal holiday, the meeting shall be held on the following Thursday night.
- B. Social, educational, and cultural programs.
 - 1. Open to the general public as well as the members of the association unless specified for members only.
 - 2. Invitations will be arranged for the general membership.
- C. Regular business meetings:
 - 1. Shall include the Board (directors and officers) and
 - 2. Be monthly.
 - 3. Date and time of business meetings shall be established at the beginning of each calendar year.
 - 4. Quorum: Seven (7) Board members must be present for any business to be conducted at a meeting of the Board.
 - 5. Vote: A majority vote of the directors and officers present at a meeting, and entitled to vote, shall govern the action of the association.
 - 6. Business meetings shall be open to the membership.
- D. Special business meetings of the membership
 - 1. May be called by the president or
 - 2. May be called by a majority of the Board.
 - 3. Special meetings shall be announced by publication of notice in the Mount Vernon OpticHerald two weeks prior to such meetings.

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Article V. Governing Body:

The Board is the governing body of the corporation. The term Board shall mean both Officers and Directors. The Board is authorized to manage all the affairs of the corporation.

- A. The corporation shall have six (6) officers
 1. President
 2. Vice President
 3. Treasurer
 4. Secretary
 5. Historian
 6. Parliamentarian
- B. The president shall be nominated by the nominations committee and from the floor at the annual meeting and elected to office by the membership.
- C. The president will present a slate of five (5) officers to be elected by the Board at the first Board meeting of the year.
- D. Nine (9) Board of Directors
 1. The nine directors will have staggered threeyear terms so that no more than three are replaced in one year.
 2. Nominations of candidates for the three retiring directors shall be made:
 - a. By the nominations committee (Candidates shall have skills corresponding to chairmanship needs.)
 - b. From the floor at the annual membership meeting.
 3. Three will be elected from the candidates nominated at the annual meeting each year.
 4. A director may not serve more than two consecutive threeyear terms.
 5. A director who has served two consecutive threeyear terms may be reelected after one year of not being a director.
 6. Upon death, resignation or removal of a director, a candidate to complete the term of the vacated director shall be presented by the nominations committee, to be elected by a majority vote of the Board.
 7. A director failing to attend three (3) consecutive meetings may be removed from the Board by a majority vote.
 8. Directors shall serve without pay but may also serve the association in another capacity and receive compensation in that capacity.
- E. Voting
 1. Each director has one vote.
 2. Each officer has one vote excluding the president and the secretary. The president can vote only to break a tie. The secretary cannot vote.
 3. If a director is also an officer that person has one vote only.

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- F. Robert's Rules of Order shall govern the business transactions of the association.
- G. The board shall arrange for the daytoday business of the association:
 - 1. May hire a manager and other employees as needs arise and
 - 2. Have full authority to carry out the purposes of the association.
 - 3. Approval of board activities by the membership shall be understood by acceptance of
 - a. Annual Reports
 - b. Elections and
 - c. Accountability activities undertaken at the general membership meeting in January each year.
- H. Committee chairpersons who are not Board members are encouraged to attend Board meetings.

Article VI. Duties of Officers

A. President

- 1. Shall preside at
 - a. All meetings of the corporation
 - b. The meetings of the Board
- 2. Shall perform duties entrusted to the president by the Board
- 3. Shall appoint all committee chairpersons, preferably directors or officers (Board)

B. VicePresident

- 1. Performs all the duties of the president in the absence of the president
- 2. Performs duties delegated by the president

C. Secretary

- 1. Keeps the minutes of the corporation
- 2. Performs clerical duties as deemed necessary by the Board

D. Treasurer

- 1. Shall be responsible for all funds and
- 2. All disbursements of monies of the corporation
- 3. Shall provide financial statements at annual meetings of the membership
- 4. Shall provide financial statements as deemed necessary by the Board

E. Historian

- 1. Creates and maintains files and scrapbooks comprised of clippings, photos, promotional materials, etc. to document all FCAA activities and events

F. Parliamentarian

- 1. Advises and monitors board meeting procedures for compliance with FCAA bylaws
- 2 .Advises and monitors board meeting procedures for compliance with Robert Rules of Order

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Article VII. Committees

- A. The association shall have seven (7) standing committees:
 1. Arts in Education
 2. Arts in the Community
 3. Visual Arts
 4. Hospitality
 5. Grants
 6. Facilities
 7. Nominations (Shall have 3 members; they shall be past or current Board members)
- B. The president shall appoint a chairperson for each standing committee, preferably a past or current Board Member.
- C. The president, with approval of the board, may establish or eliminate special committees such as: bylaws, fundraising, membership, newsletter, special events (April Arts, CountryFest). The president shall appoint the chairpersons.
- D. The committee chairpersons shall select members of the association to serve on their committees. The president may assist in this process.

Article VIII. Financial

- A. The corporation is a 501(c)(3) non-profit organization.
- B. No part of the funds of the corporation shall go to the benefit of or be distributed to its membership, directors, officers or other private persons
 1. Except when the corporation is authorized and empowered to
 - a. Pay reasonable compensation for services rendered
 - b. Make payments and contributions in furtherance of the purposes set forth in Article II.
- C. The Board is authorized to manage the financial affairs of the corporation:
 1. FCAA assets and revenues and non-specific contributions may be used for:
 - a. Ordinary and necessary expenses, repairs, upkeep and improvements related to FCAA operations.
 - b. Promotion of the arts and education in the arts in Franklin County and surrounding areas.
 2. With Board approval, contributions may be accepted for specified purposes as long as those purposes are consistent with the purposes and mission of the corporation:
 - a. Reduction of indebtedness
 - b. Purchase of facilities and facility improvements
 - c. Purchase of equipment intended for the use of the corporation
 - d. Acquiring works of art approved by the Visual Arts Committee for the OJAM permanent collection.
 3. Has the right to invest the assets of the corporation
 - a. In operating, reserve or perpetual fund accounts
 - b. In accounts that are insured by the United States Government

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4. As determined by the Board, to allocate and invest all funds in excess of operating expenses in

 - a. An operating fund for future operations
 - b. A reserve fund for designated repairs or improvements
 - c. An endowment fund with interest dedicated for future operational expenses or specific projects.
- D. Withdrawal of funds from the corporation's accounts may only occur with the signatures of two of the following authorized officers:
 1. Treasurer
 2. President
 3. Vice President
 4. Secretary
- E. The President is authorized to approve expenditures up to \$250
 1. For legitimate FCAA business
 2. Without approval of the Board
 3. If such occasion occurs between Board meetings
- F. Reports to the Membership
 1. Methods and/or sources of funds used by the Board to finance any purchase of assets
 2. Annual financial report as presented by the Treasurer
- G. If this corporation were to be dissolved
 1. No part of the corporation's funds or property shall become the personal property of members, contributors, directors, or any other person.
 2. After the payment of all debts, all remaining assets shall be transferred to a Franklin County nonprofit entity at the discretion of the Board.

Article IX. General Conduct of the Corporation

- A. FCAA may use other means and methods, as the Board deems appropriate, to accomplish a specific purpose
 1. That is within the general purposes of the corporation
 2. That is not unlawful or
 3. That is not against the terms of this document.
- B. No part of the corporation's activities
 1. Shall be involved with political programs or
 2. Otherwise attempting to
 - a. Influence legislation beyond our mission
 - b. Participate in or intervene in any political campaign on behalf of any candidate for public office.
- C. The corporation shall not carry on any activities
 1. Not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954
 2. Or the corresponding provisions of any subsequent US Internal Revenue Law
 3. Or that violates state or federal law.

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Article X. Amendments

- A. The bylaws or the charter of the corporation may be amended:
 - 1. At any annual or specially called meeting of the association
 - 2. By a twothirds (2/3) vote of the members present and voting
 - 3. Must be at least 15 members present to make it a valid meeting
- B. Notice of the proposed amendment must:
 - 1. Be sent by regular mail or e-mail to all members whose addresses are known.
 - 2. Be sent two (2) weeks in advance of the annual or special meeting set for the purpose of the amendment.

These restated bylaws were approved by the officers and directors of the Franklin County Arts Alliance this _____ day of _____ 2007.

Officers and Directors Signatures:

President	Ley Ritz	_____
Second Vice-President	Mary Bane	_____
Secretary/Parliamentarian	Marzelle Robertson	_____
Treasurer	Ann Holland	_____
Historian	Beverly Strange	_____
Board Member	Jacque Bateman	_____
Board Member	Jack Cook	_____
Board Member	Betsy Gekiere	_____
Board Member	Jan Andrews	_____
Board Member	Cindy Kent	_____
Board Member	Judy Lindley	_____
Board Member	Phil Ritz	_____
Board Member	Gary Strange	_____