



## BYLAWS OF

### Arts Alpharetta [Revised 12.10.18]

A Nonprofit Corporation Formed Under the Laws of the State of Georgia

#### Article I – Name and Purpose

1.1 Name: The name of the organization shall be Arts Alpharetta, hereafter referred to as ‘the organization’. It shall be a nonprofit organization incorporated under the laws of the State of Georgia.

1.2 Purpose: **Arts Alpharetta** is a non-profit group dedicated to advancing Alpharetta as a cultural arts destination through artists and their work, strategic local partnerships, and our innovative and educational arts center. The City of Alpharetta has enhanced that commitment by fostering an arts-supportive atmosphere.

This will be accomplished by:

- Bringing together diverse cultural arts resources and talent in the community
- Soliciting partnerships with artists, organizations and corporations to enhance and support the arts in Alpharetta
- Increasing awareness as Alpharetta as an arts-friendly community both within the community and beyond

1.3 **Powers:** The powers of the Organization and of its directors, officers and committees are subject to the provisions of the Articles of Incorporation and these Bylaws. At no time will the Organization, its directors, officers or committees act in a way that jeopardizes the Organization’s non-profit or tax-exempt status.

1.4 **Fiscal Year** - The fiscal year of the Organization begins on January 1 and ends on December 31 of each year. The Board of Directors is authorized to change the fiscal year.

1.5 **Terminology:** In the interest of brevity and with no gender bias implied or intended in these Bylaws, members of the Organization will be referred to as “he” or “his.”

#### Article II - Board of Directors - Officers

Membership shall consist of the Board of Directors consisting of officers as listed below:

2.1 **Officers:** The officers of the organization will be the President, Vice President, Secretary, Treasurer, Marketing Chair, Fundraising Chair, Gallery Chair, Volunteers Chair, and Parliamentarian. Each officer must be a member in good standing of the organization for her entire term. No officer will serve more than two (2) consecutive terms (1 term = 3 years) in the same office. If an officer serves 2 terms, he must leave at the end of his second term and remain off the Board for 12 months. If he wishes and is elected, he can rejoin the board for a maximum of 2 additional terms. The nominations should be staggered in different years to ensure the entire board does not change out at the same time.

2.2 **Election of Officers:** Officers will be elected by the board of directors at the mid-November Annual Meeting. The Nominating Committee will present a slate consisting

of one (1) or more nominations for each office, and their slate will be published in the Organization's website immediately preceding the election. Nominations may also be offered from the floor at the Annual Meeting. Nominees must consent to their nomination by the Nominating Committee or from the floor. A paper ballot will be used in all contested races. The election of an officer does not itself create contract rights.

**2.3 Installation of Officers:** Officers will be installed immediately following the election. Each officer will serve for a term of three years, beginning immediately after the election or until his successor is duly elected, unless he is removed from office, resigns from the office or otherwise fails or ceases to serve. All books, papers and information will be delivered to the successor by the outgoing officer immediately after the election. One historic master file must be maintained that includes meeting minutes, financials and related Organization information.

**2.4 Resignation, Removal of Officers, and Filling of Vacancies:** An officer may resign at any time by delivering notice to the President or Secretary and such resignation will be effective when the notice is delivered unless it specifies a later effective date. The Board of Directors may remove any officer at any time with or without cause. Any vacancy in office resulting from any cause will be filled by appointment by the Board of Directors.

**2.5 Powers and Duties:** Each officer has the authority to and will perform the duties set forth below.

- a) **President:** Subject to the rights and powers of the Board of Directors, the President will manage the Organization's business and affairs, serve as the chairperson of the Board of Directors, preside at all general meetings of the Organization, and will serve as central contact for corporate outreach and fundraising. The President will be responsible for the administration of Organization policies and management of the Organization's financial affairs, subject to the delegations set forth in these Bylaws. He will have such powers and perform such duties as are specifically imposed on him by law and as may be assigned to him by the Board of Directors. The President will serve as an ex-officio member of all committees.
- b) **Vice President:** The Vice President will chair the Bylaws Committee and serve on the Nominating Committee. He will perform the duties of the President in the absence of the President. The Vice President shall serve as the liaison for groups within the umbrella organization.
- c) **Marketing Chairperson:** Leads the Marketing and Communications Committee to direct the board's overall comprehensive marketing and communications strategy. Helps lead the Board to oversee a consistent and active communication strategy to all members for the purposes of recruitment, program messaging, fundraising, awareness and branding.

- d) **Fundraising Chairperson:** Plans and organizes fundraising activities. With the assistance of the Finance Officer, develop fundraising plans for the calendar year that meet the Organization's budgetary needs. Works closely with the Marketing Officer to advertise each event and create awareness to targeted audiences. Presents reports on proposed **fundraising** activities at Board meetings for approval and maintains a history of each event, documenting total funds raised and member attendance (if applicable).
- e) **Exhibitions Chairperson:** Compiles and mounts art exhibits in the Alpharetta Arts Center. He manages the show calendar and artists review process, oversees space design, interaction with artists and groups, oversees mounting and tear down of the shows. Works closely with Volunteer Chair and Arts Center Director. The Exhibitions Vice President also manages public art including development of RFPs, call for artists, curating, judging, installation, contracts and removal (when temporary). He coordinates monies and labor assistants with Fundraising, Marketing and Volunteers Vice Presidents.
- f) **Volunteers Chairperson:** Promotes volunteer activities and database updates. Supervises volunteers and provides direction, coordination and consultation for all volunteer functions at the Arts Center, events or other Arts Alpharetta needs. Assess and meet the Organization's needs through the recruitment, placement and retention of volunteers.
- g) **Secretary:** The Secretary will be responsible for recording all votes and minutes of Board of Director meetings, and for maintaining these minutes on file. The Secretary will have custody of the Organization's corporate seal and will have the authority to affix the seal to any instrument, the execution of which is duly authorized, and will attest to the same by his signature whenever required. The Secretary will give any required notice of Board of Directors meetings. The Secretary may conduct general correspondence for the Organization as needed. In the absence of the secretary, the President shall solicit a board member to record minutes and forward minutes to secretary. The Secretary will maintain the Master File for Arts Alpharetta.
- h) **Treasurer:** The Treasurer will be responsible for administering the financial affairs of the Organization. He will maintain accounts at institutions approved by the Board of Directors and pay all accounts owed by the Organization. He or his designee will collect and deposit all moneys due or belonging to the Organization. The Treasurer will keep accurate records of all receipts and disbursements, publish periodic financial reports, and be responsible for all tax, insurance, license in partnership with the organization's accountant, and similar government forms and filings and for maintaining federal and state nonprofit status.
- i) **Parliamentarian:** The Parliamentarian position can be filled by a Chairperson. They assist the President in managing meetings and advises on parliamentary procedure. He chairs the bylaws committee to review the organization's bylaws

each year and revise bylaws every three years. The Parliamentarian arranges nominating committee's first meeting, providing information on nomination and election process.

### **Article III – Compliance**

3.1 – Incorporation and Non Profit Compliance: The Executive Committee will review and file the necessary annual documents necessary to keep the organization in compliance with the State of Georgia laws relating to its incorporation and with the Internal Revenue Service relative to its nonprofit status. This review will take place annually by February 15.

### **Article IV – Special Funds**

All funds whether donated, earned, or granted, which are designated by the donor for a specific purpose, shall be kept in separate accounts and/or accounted for separately and used for the purpose designated.

### **Article V – Nonprofit Corporation**

1. Arts Alpharetta shall be a nonprofit organization formed for charitable and educational services. No substantial part of the activity of Arts Alpharetta shall be carrying on of propaganda, or otherwise attempting to influence legislation, and Arts Alpharetta shall not participate in, nor intervene in (including the publishing and distribution of any statement) any political campaign on behalf of any candidates for public office or any matter appearing on a ballot to be voted on by the public.
2. Notwithstanding any other provision of these Bylaws, Arts Alpharetta shall not carry on any other activities not permitted to be carried on by (a) a Corporation exempt from the federal income tax under Section 501 of the Internal Revenue Code of 1954, (or the corresponding provision of any future United States Internal Revenue Service Law), or (b) a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Service Code of 1954, (or corresponding provision of any future United States Internal Revenue Law).

### **Article VI - Amendments**

3. Except as specifically set forth herein, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by two-thirds of the Board of Directors present at a meeting with a quorum of Board of Directors present for which notice of the intention to alter, amend, repeal, or adopt new Bylaws has been given at least thirty days in advance of such meeting.

## **Article VII - Indemnification**

4. Each person who is or was a director or officer of the Corporation or who is or was an Chief Executive Officer of the Corporation and who is or was a party or is or was threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the Corporation, or is or was an Chief Executive Officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employees, agent or trustee of another corporation, trust, employee benefit plan or similar entity, shall be indemnified by the Corporation as a matter of right against any and all claims, judgments, fines, penalties, liabilities and amounts paid in settlement, actually incurred by him in defense of such claim, action, suit or proceeding, including appeals, to the full extent permitted by applicable law. The indemnification provided by this Section shall inure to the benefit of heirs, executors and administrators of such person.
5. Expenses (including attorneys' fees) incurred by an officer of the Corporation with respect to the defense of any such claim, action, suit or proceeding may be advanced by the Organization prior to the final disposition of such claim, action, suit or proceeding, as authorized by a two-thirds vote of the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation under this section or otherwise; provided, however, that the advancement of such expenses shall not be deemed to be indemnification unless and until it shall ultimately be determined that such person is entitled to be indemnified by the Corporation.
6. The foregoing rights shall not be exclusive of any other rights to which any such director or officer or Chief Executive Officer may otherwise be entitled and shall be available whether or not the director or officer or Chief Executive Officer continues to be a director or officer or Chief Executive Officer at the time of incurring any such expenses and liabilities.

## **Article VIII – Conflict of Laws**

7. If there is anything in the foregoing By-Laws inconsistent with or in conflict with the laws of the State of Georgia, then it is hereby provided that such fact shall only invalidate that particular clause or provision as may be so inconsistent and in conflict with the laws of Georgia and shall not affect or impair in any sense the other provisions and portions of these Bylaws.

## Article IX – Dissolution

8. In the case of dissolution of Arts Alpharetta, the Board of Directors shall, after paying and/or making provisions for the payment of all the liabilities of the organization, assign all assets to such organizations organized and operated exclusively for charitable, literary, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or to any corresponding provision of any future United States Internal Revenue Code as the Board of Directors shall determine.

Constitution and Bylaws amended as of 12.10.18

Previous edition: *12.9.18*

Amendments prepared by: *Ben Hollingsworth, [ 12.10.18 ]*

Board members reviewing amendments: *Clark Savage (President), Ben Hollingsworth (Vice President/Treasurer), Mike Buchanan (Secretary)*

Approved by Board: 12.10.18

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Secretary

Date