

**THE YATES COUNTY ARTS COUNCIL, INC.  
BY-LAWS**

**As Amended on April 14, 2022**

**(And previously amended in October 2013 and October 2009.)**

**Article I  
Name**

The name of this organization is Yates County Arts Council, Inc. doing business as the Arts Center of Yates County, hereinafter referred to as “the Center.”

**Article II  
Incorporation**

On March 12, 1982 the Center was incorporated as Yates County Arts Council, Inc. in the State of New York under section 402 of the New York State Not-for-Profit Corporation Law. On September 10, 1984, the Center received an IRS designation as a 501(c)3 organization under sections 509(a)(1) and 170(b)(1)(A)(vi) of the Internal Revenue code. The Center filed an Assumed Name Certificate to do business as “Arts Center of Yates County” with New York State on December 23, 2013. The principal office of the Center is 127 Main Street, Penn Yan, New York.

Activities of the Center shall be conducted in such a manner that no part of its net earnings shall accrue to the benefit of members, directors, officers or other individuals.

**Article III  
Purpose**

The purpose of the Center is to enrich the quality of life of Yates County residents, artists and visitors by providing opportunities for active participation in the arts. These opportunities will include, but are not limited to: maintaining a gallery for artists to exhibit and sell original works of art; offering creative workshops in a variety of artistic mediums to those of differing ages and artistic experience; organizing art-related events and activities; and recognizing the efforts of artists and art organizations in the region.

**Article IV  
Membership**

**Section 1: Members:** Membership in the Center is open to any individual, family, business or organization upon payment of the annual dues specified by the Board of Directors. Each individual, family, business or organization whose membership dues are current shall be a voting member of the Center.

**Section 2: Annual Meeting and Voting:** An annual meeting of the members shall be held yearly to elect Directors of Board pursuant to a vote of the members. Such vote may be conducted in person, via mail or electronic means. For these purposes, a quorum will consist of all members exercising their right to vote with a simple majority accepted as approval. Reports of the affairs of the Center shall be presented for members' consideration and other business as deemed appropriate by the Board of Directors.

## **Article V Board of Directors**

**Section 1: Management.** The business affairs of the Center shall be managed by a Board of Directors which shall conduct or direct all organizational operations and exercise all powers permitted by applicable law and in accordance with these By-Laws and the policies and procedures of the Center. Directors are responsible for overseeing the property, affairs, activities, and concerns of the Center. Directors shall use reasonable and customary efforts to carry out in good faith the purpose of the organization.

**Section 2: Number:** The Board of Directors shall consist of no less than ten (10) and no more than eighteen (18) members. Directors shall, upon election, begin performance of their duties on the first day of the calendar year following their election and shall continue in office until their successors shall be duly elected and begin performance of their duties.

**Section 3: Election and Term of Office:** The Nominating Committee will prepare a slate of Directors to be presented to members at or before the Annual Meeting. Directors are elected for a term of three years, and serve a maximum of two consecutive three year terms.

**Section 4: Vacancies:** Vacancies on the Board of Directors may be filled by a majority vote of the Board at any regular meeting of the Board. Such Directors shall complete the unexpired term of office of the Directors replaced and shall be eligible for reelection.

**Section 5: Meetings of the Board:**

A. **Regular Meetings:** A regular meeting of the Board shall be scheduled monthly as needed, with a minimum of ten (10) meetings to be held each year.

B. **Special Meetings:** Special meetings of the Board may be called by the President as deemed appropriate or necessary upon three (3) days notice to each Director by mail, telephone, email or other electronic messaging system.

C. **Attendance:** Meetings may be held in person, by conference call, by use of other technology, or any combination of those means that permit all Directors participating to hear each other simultaneously.

D. Absence of President and Vice-President: In the absence of both President and the Vice-President to chair a meeting, a majority of Directors present shall choose a chairperson for the meeting.

E. Resolutions: In the event there is a need to authorize an action between meetings, the Board may pass a resolution by a majority of Directors constituting a quorum to authorize such action. Resolutions shall be filed with the minutes of Board meetings.

**Section 6:** Quorum: A majority of the currently serving Directors shall constitute a quorum for the transaction of business. A vote by the majority of Directors present shall decide any matter, unless these By-Laws or applicable law requires otherwise.

**Section 7:** Absences: It is expected that Directors will attend Board meetings regularly. If a Director cannot participate in a meeting in person, by phone or by other electronic means, he/she should inform the Board President prior to the meeting. Three or more absences by a Director without notification to the President may be referred the Executive Committee for further action including referral to the Nominating Committee for removal.

**Section 8:** Compensation: Directors shall not receive compensation for their services as members of the Board. Directors are not, however, precluded from receiving reasonable compensation for other services rendered to or for the benefit of the Center.

**Section 9:** Resignation: A Director may resign by delivering written notice of such resignation to the Center at its principal office to take effect immediately unless otherwise specified.

**Section 10:** Removal of Directors: Upon recommendation from the Nominating Committee, any Director may be removed for cause by a vote of two-thirds of the Board.

## **Article VI Officers**

**Section 1:** Number of Officers: The four officers of the Board of Directors shall be President, Vice-President, Secretary and Treasurer

**Section 2:** Method of Election: The Nominating Committee shall prepare a slate of officers for the Board and shall present the slate to the Board prior to the Annual Meeting. Immediately following the Annual Meeting, the Board of Directors shall elect officers for a term of one (1) year. A majority vote of the quorum is necessary to constitute a valid election. The President shall be elected for a maximum of two (2) consecutive terms. Additional one (1) year terms after the two consecutive terms can be proposed by the Nominating Committee and approved by a  $\frac{3}{4}$  majority vote of the Board of Directors. The term of each officer shall start on the first day of the calendar year following their election.

**Section 3: Duties:** The duties and powers of the officers of the Center shall be as follows:

A. President: The President shall serve as the chief officer of the Center and shall call, preside at, and be responsible for the agenda of all regular and special meetings of the Center's Board of Directors and membership. The President shall serve as Chairperson of the Executive Committee, as ex-officio member of all other committees and be responsible for enforcement of these By-Laws. The President shall have such other powers and duties as may be designated by the Board.

B. Vice-President: The Vice-President shall assist in implementing the purposes and objectives of the Center and to perform such duties as may be designated by the Board or by the President. In the absence of the President, he/she shall automatically assume all of the duties, responsibilities and authority of the President. He/she shall also automatically succeed the President when the latter cannot serve for any reason during his or her term of office.

C. Secretary: The Secretary shall be responsible for recording and maintaining the proceedings of all meetings of the Board and Executive committee. The Secretary shall perform such other duties as ordinarily pertain to the office including but not limited to ensuring that notices are given or received in accordance these By-Laws.

D. Treasurer: The Treasurer shall chair and provide reports to the Finance Committee and shall direct the preparation of the annual budget, review monthly income and expense statements, supervise financial activities of the Center and make recommendations to the Board of Directors regarding these matters. The Treasurer shall also provide financial reports at meetings of the Board. He/She shall annually arrange a compilation review or, with Board approval and based on generally accepted accounting principles, an audit or forensic audit if deemed necessary.

## **Article VII Committees**

**Section 1: Standing Committees:** Standing Committees of the Board shall be the Executive Committee, Nominating Committee, and Finance Committee.

A. Executive Committee: The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer and be chaired by the President. The President may request that prior President(s) join the Executive Committee in an advisory capacity. It shall have the power to act for the corporation between meetings of the Board of Directors in accordance with these By-Laws and applicable law. The executive Committee shall be directly responsible for the annual performance appraisal of the Executive Director of the Center.

B. Nominating Committee: The Nominating Committee shall consist of at least three (3) Directors. It shall prepare and submit a slate of Directors in anticipation of the Annual Meeting, a slate of officers to the Board for consideration at the last

Board meeting of the year and perform such other duties set out in these By-Laws.

C. Finance Committee: The Finance Committee shall consist of at least three (3) Directors including the Treasurer who shall be its Chairperson. The Finance Committee shall be responsible for preparing the annual budget and presenting it to the Board for approval. The Finance Committee shall be responsible for preparing monthly financial reports to the Board and for developing financial policy to be presented by the Treasurer for Board review. The Finance Committee shall review financial compilations and/or audits of the Center and shall ensure that they are presented to the Board upon their completion.

**Section 2:** Special Committees: The President may establish ad hoc committees as deemed necessary or appropriate. The Board shall have the right to approve committees established by the President. The President shall be an ex-officio member of all such committees.

**Section 3:** Composition of Committees: Each Committee, unless otherwise provided by these By-Laws, shall be chaired or co-chaired by a Director appointed by the President of the Board. The chairperson(s) of any committee may invite Center members not on the Board to join their committee. A majority of members of each committee shall constitute a quorum.

**Section 4:** Committee Meetings: The Executive and Finance Committees shall generally meet on a monthly basis, more or less often as required or appropriate. The Nominating Committee shall meet as required to carry out its responsibilities. Special Committees shall meet at times as may be deemed appropriate or necessary by Committee chairpersons. Meetings may be held in person, by conference call, use of other technology, or any combination of those means.

## **Article VIII Conflicts of Interest**

Whenever a Director or a member of his/her family, has a financial or personal interest in any matter coming before the Board of Directors, the affected Director shall fully disclose the nature of the interest, withdraw from discussion and withdraw from voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Center to do so. The minutes of meetings at which such votes are taken shall record such disclosure and abstention.

## **Article IX Books and Records, Parliamentary Procedure**

**Section 1:** Books and Records: The Center shall keep correct and complete books and records of financial accounts, minutes of the proceedings of its membership meetings, Board of Directors meetings and the meetings of any of its committees and such other records as required by law at its primary office.

**Section 2:** Parliamentary Procedure: All meetings of the Members, Board of Directors, and all standing committees shall be governed by Robert's Rules of Order.

## **Article X By-laws Interpretation and Amendments**

**Section 1:** Interpretation: All questions regarding the interpretation of provisions of these By-Laws shall be referred to the Board of Directors for clarification. The Board shall interpret such provisions in accordance with applicable law, the Center's Certificate of Incorporation and other provisions of these By-Laws. If necessary or appropriate, the Board may recommend that the By-Laws be amended.

**Section 2:** Amendments: Following the request of any Director to the President of the Board, the By-Laws may be amended, repealed, or altered in whole or in part by a 3/4 majority vote at any regular meeting of the Board. The proposed changes shall be communicated to each Board member at least ten (10) days before the time of the meeting to consider the changes.

## **ARTICLE XI Indemnification**

The Center shall, to the extent legally permissible, indemnify each person who is serving or who has served at any time as Director of the Center against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service as Director; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Center; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. The Center shall purchase insurance to cover all or part of the potential costs of this indemnification.

## **Article XII Dissolution**

In the event of dissolution of the Center, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Center to the extent assets of the corporation permit, dispose of all the assets of the Center exclusively for

the purposes of the Center, as the Board shall determine, in such manner as required by section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with the laws of the State of New York.