

BYLAWS
SACANDAGA VALLEY ARTS NETWORK LTD

Amended 12/2017

ARTICLE I: Name

The name of this organization shall be The Sacandaga Valley Arts Network Ltd hereinafter also referred to in these By-Laws as SVAN.

ARTICLE II: Mission

The mission of the Sacandaga Valley Arts Network is to promote the arts throughout the Sacandaga Region.

ARTICLE III: Membership

Section 1. Eligibility:

Any individual, family, corporation, or organization interested in the Arts and culture of the Sacandaga Region shall be eligible for membership in SVAN. There shall be two categories of membership: personal (individuals and families) and organizational (corporations, public agencies, foundations, businesses, etc).

Section 2. Dues:

Both personal and organizational members shall be in good standing upon payment of annual dues. The Board of Directors of SVAN shall have the power to set the annual dues and may define classes of membership and a dues structure within the two broad membership categories. Membership is non-transferable and dues are non-refundable. Members who are in arrears shall be denied voting privileges.

Section 3. Rights and Privileges

Only personal members of SVAN shall have the right to vote or hold office. All members shall be entitled to receive newsletters and other official communications from SVAN.

Section 4a. Annual Meetings

An Annual Meeting of the Members of SVAN shall be held at the same time as the annual summer membership meeting (see 4b), to elect the Board of Directors and Officers and transact such other business as may be necessary. Notice of the Annual Meeting of members, and the proposed slate of Directors and Officers, shall be given to the members at least 15 days in advance of said meeting.

Section 4b. Membership Meetings

Special meetings of the members may be held upon the call of the President, a majority of the Board of Directors, or 30% of the members in good standing. The time

and place of such meeting will be determined by the Board of Directors and notice of such meetings shall be given to members at least 15 days in advance of said meeting. The annual summer membership meeting will be held at a time and place determined by the Board of directors. Notice of such meeting shall be given to members at least 15 days in advance of said meeting.

Section 5. Quorum

The presence of at least 12 members in good standing shall constitute a quorum necessary to conduct business at all Annual Meetings of the members or any other special membership meeting.

Section 6. Voting

Each individual member shall cast one vote at meetings of SVAN membership. Family members must designate one person as their representative and will be allowed one vote. Organizational members will be non-voting. The election of Directors and Officers and all other business shall be transacted by a majority vote of voting members present. Proxy voting is not permitted.

Section 7. Suspension and Expulsion

The Board of Directors of SVAN may, by two-thirds vote, suspend or expel any member upon evidence of material violation of the Charter, the By-Laws, any public laws, or for just cause. The member in question shall be entitled to be heard by an executive session of the Board of Directors before such action is taken.

ARTICLE IV: Board of Directors

Section 1. Eligibility

All Directors must be members in good standing of SVAN.

Paid staff and immediate family of paid staff shall not be eligible for the Board of Directors.

Section 2. Number and Selection

Board of Directors shall consist of five officers and 6 to 8 directors-at-large who shall act as trustees of SVAN.

The Board will strive to nominate Directors who, collectively, reflect a diverse mix with respect to such characteristics as geographic residence within the Sacandaga region, gender, race/ethnicity, age, skills, expertise and areas of artistic interest.

Section 3. Nomination

The Executive Committee shall act as the nominating committee. The committee shall perform the following duties:

A. At least 90 days prior to the annual meeting, the executive committee (acting as a nominating committee shall request from the members of SVAN names of members qualified and willing to serve if elected.

The executive (nominating) committee shall prepare a ticket consisting of at least one nominee for each office. In preparing the ticket the committee shall consider the names submitted by the members of SVAN. The ticket shall be presented to the Board of Directors of SVAN and then published in the newsletter at least 15 days before the annual meeting.

Section 4. Vacancies

Any mid-term vacancy on the Board may be filled by the Board of Directors prior to the Annual Meeting. The President shall appoint interim directors to fill any vacancies. Appointed interim directors must be approved by a two-thirds vote of the Board of Directors. Each Director so approved shall hold office for the balance of the term of the vacancy.

Section 5. Terms of Office

A full term of board service shall consist of a three-year duration. Existing Board Members may choose to accept the board's vote of extension of their term on the board for up to an additional four years. Such vote must be at least 2/3 affirmative. Board members that subsequently reach their maximum board term may have the term extended in two year increments by a unanimous affirmative vote of the board. Once a person has left the board, they may not return to serve on the board unless at least one year has elapsed since their departure from the board or has been appointed by unanimous affirmative vote by the sitting board within that one-year period.

Section 6. Powers

The Board of Directors shall have general power to control and manage the affairs and property of SVAN, consistent with its Articles of Incorporation and By-Laws. The Board of Directors shall have full power, by majority vote, to adopt rules and regulations governing SVAN. Further, the Board shall have full authority with respect to the receipt, distribution and payment of monies received by SVAN.

The Board of Directors shall also have the power to create new employee positions; to hire an Executive Director; and to hire or appoint consultants or agents as may be necessary for the conduct of the business of SVAN, and to designate their titles and compensation, if any.

Section 7. Meeting and Voting

The Board will have 10 regular meetings per year, at a time and place to be set by the Board. The President of the Board shall preside at all meetings; if the President is absent from a meeting, the Vice President of SVAN shall preside.

In addition to the annual meeting and the regular monthly meetings, the Board may meet at any time upon call of the President or one-third of the total number of Directors. In matters requiring a timely vote of the Board in between regularly scheduled meetings, the President may transact business via a personal, telephone, fax or e-mail poll of ALL directors then in office, and the motion must be passed by a majority of Directors. Any actions thus transacted must be made part of the minutes of the next regular meeting of the Board.

Section 8. Quorum

A quorum for the transactions of business at Board meetings shall consist of a majority of the total number of Directors. At all Board meetings, business shall be transacted by a majority vote of all Directors present, and any action taken shall be deemed the action of the full Board.

Section 9. Parliamentary Authority

The latest edition of Robert's Rules of Order, Newly Revised, shall govern the Board on all matters to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order SVAN may adopt.

Section 10. Board Meeting Attendance

Board members are expected to attend regular and annual Board meetings. Should any member of the Board of Directors absent himself/herself unreasonably from three consecutive meetings of the Board in any fiscal year, the President will advise the Director of his/her potential disqualification. After conferring with the Director, the President may make a recommendation to the Board of Directors to declare the Director's seat vacant, with approval needed by majority vote of the Board.

Section 11. Resignation and Removal

Any Director may resign from the Board at any time by giving written notice to the Board, the President, or the Secretary of SVAN. A resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

Any Director may be removed, for just cause, by a majority vote of the Directors then in office. Cause may include: (1) documented and material violation of SVAN's Charter, the By-Laws, or public laws; (2) substantiated conduct with staff, at meetings, or in the community that is unbecoming of a SVAN Board member or that undermines SVAN's good name; (3) dissemination of confidential information about

SVAN to persons or organizations outside SVAN; (4) violation of standard Codes of Ethics. The Director in question shall be entitled to be heard by the Board of Directors before such action is taken.

Section 12. Conflict of Interest

It is the duty of any member of the Board of Directors to report to the Board any conflict of interest, real or apparent, at the earliest possible opportunity. Any person whose social, financial, or personal position precludes objectivity in relation to any SVAN issue, or who has a financial relationship with SVAN, shall be deemed to have a conflict of interest. Any Director with such a conflict shall be required to recuse him or herself during the discussion and vote on any topic relating to that conflict.

ARTICLE V: Officers

Section 1. Number and Term of Office

The officers shall be a President, a Vice-President, a Secretary, a Treasurer and a Membership Chair, who shall assume their duties upon their election. They shall be elected by the members of SVAN at the Annual Meeting, for a term of one year or until re-elected or their successors are duly elected. Any vacancy in office during a term shall be filled by a majority vote of the Board of Directors as soon as possible, preferably at the next regular meeting. (See Article 4, section 4.)

Section 2. Powers and Duties

The **President** shall preside at all meetings of the Board, membership, and at meetings of the Executive Committee. The President shall make a report at monthly meetings to keep the Board of Directors fully informed, and shall freely consult with them concerning the activities of SVAN. He/she shall be responsible for appointing committee chairs and for establishing new committees. All standing committees shall include a minimum of 1 board member.

The **Vice President** shall have such powers and duties as may be assigned to him/her by the Board of Directors. The Vice President shall preside at all meetings in the absence of the President.

The **Treasurer** shall have the custody of the funds and securities of SVAN. He/she shall keep, or cause to be kept complete and accurate accounts of receipts and disbursements of the corporation, and shall deposit all monies and other valuable effects of SVAN in the name and to the credit of SVAN in such banks or depositories as the Board of Directors may designate. He/she in concert with the finance committee shall be responsible for the development of an annual budget for the forthcoming fiscal year before the end of the prior fiscal year. Whenever required by

the Board of Directors, he/she shall render a statement of SVAN's accounts. The treasurer shall provide a report at each board meeting. He/she shall also be responsible for preparing or for causing to be prepared any financial reports required by government agencies or other grantors. He/she shall at all reasonable times, exhibit such books and accounts to any Director of SVAN, and shall perform all duties incidental to the office of Treasurer, subject however, to the control of the Board of Directors, and such duties as shall, from time to time, be assigned to him/her by the board. The Treasurer shall if required by the Board of Directors, be bonded.

The **Secretary** shall keep, or cause to be kept, complete and accurate minutes of all meetings of the Board of Directors and its members. He/she shall attend to the giving and serving of all notices of SVAN, and shall transmit all appropriate reports to the board of Directors. He/she shall perform all duties incident to the office of Secretary, subject, however, to the control of the Board of Directors, and such other duties as shall, from time to time, be assigned to him/her by the Board.

The **Membership Chair** shall be responsible for maintaining the membership records for the organization. The membership chair will initiate programs and coordinate with other committee chairs and members to attract, engage and retain SVAN members. He/she shall perform all duties incident to the office of Membership Chair, subject, however, to the control of the Board of Directors, and such other duties as shall, from time to time, be assigned to him/her by the Board.

ARTICLE VI: Committees

Section 1. Standing Committees

Executive Committee, Finance Committee and Membership Committee shall be standing committees.

Section 2. Executive Committee

The Executive Committee shall consist of the elected officers of SVAN, who will hold office until their successors are duly elected, and up to three (3) other board members selected by the President. The President shall serve as Chair of the Executive Committee. The President Emeritus shall serve as ex-officio on the Executive Committee in an advisory, no-voting capacity, as long as he or she is still a board member.

In the intervals between meetings of the Board of Directors, the Executive Committee shall have and exercise all the powers of the Board that may lawfully be delegated in the day-to-day management of the business and affairs of SVAN. In the event of a major decision involving Board policy, an emergency meeting of the Board shall be called by the President.

A majority of the members of the Executive Committee shall constitute a quorum. It shall meet at the call of the President and report all its actions to the Board of Directors at the next regular meeting of the Board.

These By-Laws and the Articles of Incorporation may be amended by majority vote of the Directors at (2) consecutive meetings of the Board of Directors.

No amendment shall be in order at any meeting unless at least (15) days previous notice of the nature of the proposed amendment has been given to all Directors. The call of the President and report all its actions to the Board of Directors at the next regular meeting of the Board.

Section 3. Finance Committee

The Finance Committee will oversee the fiduciary responsibilities of SVAN. The Treasurer shall serve as Chair of the Finance Committee. The Finance Committee shall consist of not fewer than three and not more than five members, appointed by the President.

Section 4. Nominating Committee

The Executive Committee shall also serve as nominating Committee and will develop a proposed slate of Directors and Officers for the annual meeting and will oversee the governance process of the board.

In the event a member of the committee's name is being considered for an executive officer position, the board member shall recuse him or herself from any discussion or vote regarding the position in consideration.

Section 5. Membership Committee

The membership committee will be charged with all duties related to nurturing the membership roster and keeping records related to membership. This committee will launch an annual membership drive each year with special emphasis on membership renewals by end of each current year. Membership renewal notices will be mailed each month between the 1st and 10th as needed.

Section 6. Other Committees

The President will appoint, with the approval of the Board, all other standing or special committees as may be required from time to time to assist the Board, and may determine their size. The Board shall establish the charge to each committee and shall annually review the need to continue or discharge committee other than those standing committees designated in Section 1.

ARTICLE VIII: Reports and Records

Section 1: Fiscal Year

The Fiscal Year of SVAN shall run concurrent with the calendar year beginning January 1 and ending December 31

Section 2. Audit

The accounts of the Treasurer shall be reviewed at the end of each fiscal year and at such other times as are deemed necessary by the laws and regulations of New York State or the federal government, or by the Board's auditors.

Section 3. Financial Reports

A financial report will be presented at each regular meeting of the board by the Treasurer and transmitted to the Secretary for record. Additional financial reports shall be made to the Board of Directors in such form and at such times as they may be requested by the Board.

ARTICLE IX:

Section 1: Conflict of Interest Policy for SVAN regarding an interested person

Any director, officer or member, including the individual's family, of any committee, group or board relating to SVAN who has a direct or indirect financial interest is an **interested person**.

NOTE: A financial interest is not necessarily a conflict. Proper disclosure and adherence to the rules will disclose if a conflict exists. Whenever possible, a review of a possible conflict of interest should occur prior to encumbering an expense. Any request for payment, bill, or statement submitted to SVAN which is related to an interested person should not be acted upon until reviewed for conflict of interest.

It is mandatory that any interested person disclose to the executive committee any actual or possible conflicts of interest, followed by recusal. All remaining (disinterested) committee members and/or board members are to determine if a conflict exists. If a conflict exists, the disinterested board/committee members: A.) Investigate alternatives, B.) determine by majority vote, whether the transaction is in SVAN's best interest and for SVAN's benefit, and whether it is fair and reasonable to SVAN. Any conflicted member must be recused from any discussion and/or vote regarding the transaction or situation in question. A transaction involving conflict of interest and not fair and reasonable to SVAN must be disallowed.

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