

WILTON ARTS COUNCIL
BY-LAWS
WITH ALL AMENDMENTS

Through February 5, 2000
Adopted April 11, 2000

PREAMBLE

In order to foster a greater interest in the arts, in order to encourage the creative and artistic talents of our citizens, in order to build a sense of community among the artistic and cultural organizations of our town, we, the Wilton Arts Council, do dedicate our efforts. With this aim we shall work toward an atmosphere in which the arts can grow and be enjoyed by all, and we shall cooperate with all others toward that goal.

So that we may accomplish these aims, we organize ourselves under the following By-laws:

ARTICLE ONE

SECTION 1.1 The name of this organization shall be the Wilton Arts Council, Inc.

SECTION 1.2 The Wilton Arts Council, Inc., shall be an incorporated, non-profit, tax-exempt organization founded according to the applicable laws of the State of Connecticut and the United States of America.

SECTION 1.3 The corporation is organized and shall be operated for the advancement of the visual and performing arts in the public interest.

ARTICLE TWO

SECTION 2.1 Membership in the Wilton Arts Council, Inc. shall be comprised of persons who are interested in the purpose and program of the organization. There shall be no restrictions as to race, religion, age, sex, residency or citizenship.

SECTION 2.2 Membership shall be effective with the payment of annual dues, such amount to be levied by the governing body on the general membership.

SECTION 2.3 There shall be one annual meeting of the full membership held each June at which time the Executive Committee and the at-large members of the Board of Directors for the coming year shall be elected and full reports of all finances and committees shall be given. Twelve members in good standing, which must include a quorum of the Board of Directors, shall constitute a quorum. Members in good standing

shall be those whose dues are paid in full fourteen days prior to the date of the annual meeting or any special meeting. Notice of the annual meeting, which may be contained in the Council Newsletter, must be mailed to all members not less than twenty-one days prior to the date of the meeting.

SECTION 2.4 Special meetings of the full membership may be called with fifteen days notice by the President or by a written petition signed by twelve members in good standing.

SECTION 2.5 All decisions of the full membership shall be decided by a majority vote of those present. The President shall cast no ballot except in case of a tie.

SECTION 2.6 All meetings shall be governed by Robert's Rules of Order.

ARTICLE THREE

SECTION 3.1 The Wilton Arts Council, Inc. shall be governed by a Board of Directors consisting of the Executive Committee as defined in Section 3.2 of this Article and the other directors-at-large as defined in Section 3.3 of this Article. The Board shall hold meetings at least every other month. Additional meetings of the Board can be convened at the request of the President or at least four Board members.

SECTION 3.2 The Executive Committee of the Wilton Arts Council shall consist of a President, Vice President, Secretary, Treasurer, and the Immediate Past President. It shall act for the Council between meetings of the Board of Directors, but the Board shall determine all matters of policy. The Executive Committee will meet at the call of the President.

SECTION 3.3 There will be six at-large members on the Board of Directors. The President shall appoint an at-large member as Chairman of each of the following committees: Performing Arts, Visual Arts, Finance, Membership, Community Liaison, and Public Relations committees. All of these committee chairmen assignments will be appointed by the incoming President prior to August 1 with consultation from the nominating committee that is established in Section 3.4 of this Article.

SECTION 3.4 All Executive Committee members (except the Immediate Past President) and six at-large directors shall be nominated by a Nominating Committee consisting of a Chairman and three members. At the March Board meeting of each year, the President shall name the members of the nominating committee, one of whom shall be a prior Wilton Arts Council President.

SECTION 3.5 The Nominating Committee shall recommend a slate of names for all positions (except the Immediate Past President) on the Executive Committee and the Board for election at the Annual Meeting of the membership. Each such recommended person shall have agreed to serve, if elected. During their deliberations, they shall also

prepare suggestions to guide the incoming President in assigning the at-large board members to standing committee chairmen positions as defined in Section 3.3 of this Article. One month prior to the Annual Meeting, the recommendations shall be reported to the Board and published in the newsletter. The slate shall also be listed in the Notice of the Annual Meeting which is mailed to all members (see Article Two, Section 2.3). Further nominations may be accepted from the floor at the Annual Meeting with the agreement of the person being nominated.

SECTION 3.6 In the event of vacancies occurring on the Nominating Committee, replacements will be appointed by the President.

SECTION 3.7 The members of the Board shall serve for a term of one year commencing on September 1 following their election at the Annual Meeting. No person shall serve in any one position on the Executive Committee for more than two consecutive terms.

SECTION 3.8 Duties of the Executive Committee shall be as follows:

- (a) The President shall preside over all meetings of the Board and of the full membership. The President shall be an ex-officio member of all committees.
- (b) The Vice President shall serve in the absence of the President and shall assume all duties of that office in the event of a vacancy. The Vice President will also oversee the activities of the Membership and the Publicity committees.
- (c) The Secretary shall keep all minutes of all meetings of the Executive Committee, of the Board and of the full membership. The Secretary shall also be responsible for maintaining the archives of the Council. To this end, the Secretary will establish a Historical Committee, and appoint its chairman. The Secretary shall hold and maintain copies of all Minutes and Reports for a minimum period of five (5) years from the date of the entry of said Minutes or Reports.
- (d) The Treasurer shall be responsible for the collection, disbursement and accounting of the Council's funds. As required by the Board, the treasurer shall see that the financial books of the Council are properly audited by an independent, certified public accountant with a full report to be prepared in time for presentation to the Annual Meeting. The treasurer will oversee the work of the Finance Committee.

SECTION 3.9 The Standing Committee Chairmen who are members of the Board shall appoint their members with the advice of the Council President. All subcommittee Chairmen shall also be members of their respective parent committees. All committee members must also be members in good standing of the Arts Council.

- (a) The Performing Arts Committee Chairman shall also appoint sub-committee Chairmen and members for Music, Dance, Drama and Literature sub-committees.

- (b) The Visual Arts Committee Chairman shall also appoint sub-committee Chairmen and members for Art, Crafts, Architecture and Photography sub-committees.
- (c) The Finance Committee shall be responsible for all fund raising and will work with the Treasurer in preparing an annual budget.
- (d) The Membership Committee, working with the Council Vice President, will encourage people to become members or renew their memberships at appropriate times.
- (e) The Community Liaison Committee Chairman shall also appoint subcommittees Chairmen and members for coordination with Schools, Churches, Government Entities, and Service Organizations, all of whom will maintain awareness of other activities in town that may need to be coordinated with those of the Wilton Arts Council.
- (f) The Public Relations committee shall work with local newspapers, radio and TV services, and other information sources to make people aware of the Wilton Arts Council and its activities. The Public Relations Committee Chairman shall also appoint one sub-committee and its Chairman who will be responsible for preparing a Monthly Newsletter.

ARTICLE FOUR

SECTION 4.1 The Board of Directors shall be accountable to the full membership of the Council and may be overruled by majority vote at a valid membership meeting.

SECTION 4.2 A quorum of the Board shall consist of five of the Board's membership including at least two members of the Executive Committee.

SECTION 4.3 Any member of the Board who misses three regularly scheduled meetings of that Board without notifying the President or Secretary in advance shall be subject to removal from the Board.

SECTION 4.4 All decisions of the Board shall be by a majority vote of those present and voting. The President shall cast no ballot except in case of a tie.

SECTION 4.5 The President may establish such other temporary committees as may be deemed necessary and shall appoint chairmen to head these committees. The temporary chairmen shall have no voting rights on the Board.

SECTION 4.6 Meetings of the Board shall be held as designated in Article 3, Section 3.1. They shall be open to all members of the Wilton Arts Council. Subcommittee Chairmen and members shall be encouraged to attend these Board meetings, but council members not on the Board shall have no voting rights at such meetings and shall be subject to all rulings of the Chair.

SECTION 4.7 General membership meetings shall be held at least every other month. There shall be a general membership meeting in June which shall also be the Annual meeting of the Council at which elections are held as defined in Article 2, Section 2.3. All members of the Wilton Arts Council will be encouraged to attend these meetings at which the only business will be announcements of upcoming events except in June. An educational program of visual or performing arts shall be held at each such general membership meeting, and appropriate publicity shall encourage participation from the community.

SECTION 4.8 In the event that a vacancy on the Executive Committee or the Board shall occur, the members of the Board shall elect a replacement by a majority vote to fill the vacant seat for the remainder of the term.

ARTICLE FIVE

SECTION 5.1 The Wilton Arts Council shall be supported by dues, the amount to be set by the Board. The Treasurer and the Finance Committee shall also seek other funds to finance the activities of the Wilton Arts Council.

SECTION 5.2 The fiscal year of the Wilton Arts Council shall be from September 1 to August 31.

SECTION 5.3 The Treasurer shall be empowered to sign all checks up to the amount of \$500. All disbursements over that amount shall be co-signed by the President. In the absence of the Treasurer, the President shall be empowered to sign all checks up to the amount of \$500. No expenditures over the amount of \$300 shall be made without the authorization of the Board.

SECTION 5.4 Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall, at the time, qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1953 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine.

ARTICLE SIX

SECTION 6.1 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay

reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purpose set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 6.2 The Board of Directors may require that all Officers and Employees of the Corporation handling or responsible for Corporate Funds furnish adequate fidelity bonds. The premium for such bonds shall be paid for by the Corporation. The Board will also assure that adequate liability insurance is obtained to cover the activities of the Wilton Arts Council.

SECTION 6.3 The Corporation may, by the affirmative vote of its Board of Directors indemnify any Director or Officer of the Corporation against all, or any portion, of the reasonable expenses, including Attorney's fees, actually and necessarily incurred by said Director or Officer in connection with the defense of any action, suit or proceeding, or in connection with any appeal thereon in which said Director or Officer is made a party, except in relation to any matter in which it shall be found that Director or Officer has been liable for negligence or misconduct in the performance of his or her duties, or has acted beyond the scope of his or her authority or beyond the purpose of the Corporation. The decision whether or not to indemnify shall be made by the majority vote of the Board of Directors at a duly constituted meeting.

ARTICLE SEVEN

SECTION 7.1 These By-laws may be amended by a two-thirds vote of those present and in good standing, only at the Annual Meeting of the membership or at any other special meeting of the membership called specifically for the purpose. Proposed amendments shall be mailed to all members not less than twenty-one days prior to the meeting called for the purpose of amending the By-laws.