

## **THE ARLINGTON ARTS COUNCIL BYLAWS**

**Article 1: This organization shall be known as the Arlington Arts Council**

**Article 2: The purpose of this Council is to:**

- Help acquire permanent pieces of public art;**
- Increase the display of art in public places;**
- Encourage community involvement with art;**
- Serve as a supportive resource for local artists**

**Article 3: Council Members**

**Section 1 General Membership**

- The Arlington Arts Council has an open general membership.**
- Members agree to take an active role in supporting one or more of the Council's projects and to help in fundraising.**
- Members pay an annual membership fee.**

**Section 2 Arts Council Members Dues**

- Dues are reviewed and set by the Board for a one-year period.**
- Dues are to be paid in January.**

**Section 3 Visitors**

- All Arts Council meetings are open to visitors.**

**Article 4: Elections**

- The Board selects a Nominating Committee in November.**
- The election of Board members takes place at the monthly meeting in December from the slate of candidates presented by the Nominating Committee and from nominations from the floor. Voting is by a show of hands.**
- The installation of the new Board takes place in January, and this is the start of the new fiscal year.**

**Article 5: Board**

- The Board consists of 10 members who are elected in December to serve a one-year term, starting in January.**
- Meetings of the Board shall take place at a time and place as determined by the members of the Board.**
- A quorum of the Board shall be constituted by one-half of all Board members.**
- The Board shall organize the general affairs of the Council and review plans by the Special Committees, and then present this information to the General Membership at the regularly scheduled meetings.**

**Article 6: Officers**

**Section 1 Officer Positions**

- After the new Board is elected in December, those members then select the new officers**

from the members of this new Board.

The officers of the Club shall be the President, Vice-President, Secretary, Treasurer and Communications Coordinator.

Terms of office are for one year.

Vacancies in the elected offices may be filled temporarily by appointment by the ranking Board officer, with a permanent replacement being elected at the next Board meeting.

## **Section 2 Officer Duties**

The President shall preside at all meetings of the Board and Council, and shall perform all duties upon that office. The President is an ex-officio member of all Standing Committees, or may appoint another Council member to fill that role.

The Vice-President, in the absence of the President, or at his/her request, shall perform the duties of the President.

The Secretary shall keep minutes of the Board and Council meetings. The Secretary shall conduct correspondence as directed by the President.

The Treasurer shall collect all member dues and give receipts for dues, complete the membership list, and will be custodian of the funds of the Council. The Treasurer shall make a report at each meeting and provide an annual summary at the April meeting.

Checks over \$250 must have the signature of two officers.

The Communications Coordinator shall organize and oversee public relations for the Council.

## **Article 7: Committees**

### **Section 1 Special Committees**

Special (or Ad Hoc) Committees are formed and dissolved per the discretion of the Board.

The President appoints chairpersons for Special Committees.

Committee Chairpersons select members for their committees.

Each Committee Chairperson shall keep a record of their respective Committee activities, and shall turn over these records to the President at the April meeting.

All Chairpersons shall keep an account of all bills and receipts, and shall regularly make an activity report to the Council.

### **Section 2 Standing Committees**

Standing Committees may be formed if deemed necessary by the Board. The Standing Committee will then be listed as an addendum to these by-laws.

Dissolving a Standing Committee requires a favorable 2/3 vote of the Board members present at the meeting to be dissolved. (A quorum of 1/2 of the Board members is required before a vote or any other Council business can be conducted.)

## **Article 8: Meetings**

Board and Council meetings are scheduled monthly at a date and time determined by the Board.

The President and Board may organize additional meetings, workshops, trips and social events. Council business may be conducted at these meetings if all Board members were

notified, and a quorum is present.  
One-half of the Executive Board represents a quorum.

**Article 9 Parliamentary Authority**

Roberts Rules of Order (Newly Revised) shall be used to govern the proceedings at meetings in all cases in which they are applicable and in which they are not inconsistent with the Bylaws.

**Article 10 Amendments**

Proposed amendments to change the Council Bylaws that are presented at a Council meeting may not be voted on until a following meeting. Additionally, all Board members must be notified in writing at least five days prior to the vote taking place. Passing an amendment requires a favorable vote of 2/3 of the Board members present at the meeting. (A quorum of 1/2 of the Board members is required before a vote or any other Council business can be conducted.)

**Article 11 Dissolution**

Should the Council be dissolved, no part of the financial assets will go to the Officers or Members.

Distribution of the funds will be made in accordance with Article IV, Item 4, "Distribution of Assets on Dissolution" as presented in the "Restated Articles of Incorporation of the Arlington Arts Council.

Adopted by Board Member majority vote:

This 14<sup>th</sup> day of August, 2007

\_\_\_\_\_/s/\_\_\_\_\_  
Sarah Arney, President

**RESTATED ARTICLES OF INCORPORATION  
OF  
THE ARLINGTON ARTS COUNCIL**

**Pursuant to RCW 24.03, the Washington Nonprofit Corporation Act, the undersigned hereby submits the following Restated Articles of Incorporation of the Arlington Arts Council. These Restated Articles of Incorporation correctly set forth, without change, the provisions of the Articles of**

**Incorporation as amended, and supersede the original Articles of Incorporation and all amendments thereto.**

**ARTICLE I**

Name

**The corporation shall be known as the Arlington Arts Council.**

**ARTICLE II**

Duration

**The period of duration of this corporation shall be perpetual.**

**ARTICLE III**

Purposes

**The corporation is organized for charitable purposes to benefit the public interest; specifically to:**

- Increase the display of art in public places in the community of Arlington, Washington;
- Assist in acquiring permanent pieces of art for public display in the community of Arlington, Washington;
- Encourage community involvement with art;
- Serve as a supportive resource for local artists.

## ARTICLE IV

### Restrictions

**The following additional provisions shall regulate the affairs of the corporation:**

**Public Purpose.** The corporation is organized to serve the public interest and seeks to operate in accordance with the regulations set forth in section 501(c)(3) of the Internal Revenue Code. Accordingly, neither the organization nor its officers or members shall engage in any activity which conflicts with the regulations or the intent of section 501(c)(3).

**Compensation.** No compensation shall be paid to and no part of the corporation's net earnings shall inure to the benefit of any member or officer of the corporation, except as a reasonable allowance for services actually rendered to or for the corporation.

No substantial part of the activities of the corporation shall be attempting to influence legislation. The corporation shall not participate in any political campaign on behalf of or in opposition to any candidate for public office.

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, or for a public purpose.

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, or the

corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

## **ARTICLE V**

### **Membership**

**The Arlington Arts Council has an open, general membership.**

## **ARTICLE VI**

### **Directors and Officers**

**The Arlington Arts Council shall be governed by a Board of Directors and Officers as established in its Bylaws. Directors and officers of the corporation shall not be personally liable to the corporation or its members for monetary damages for conduct as a director or officer, except (1) for acts or omissions which involve intentional misconduct, or (2) any transactions for which the director or officer receives a benefit in money, property, or services to which they are not legally entitled.**

## **ARTICLE VII**

### **Bylaws**

**Bylaws of the Corporation may be adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they**

are not inconsistent with the provisions of these Articles or with section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned duly elected officer has signed these Restated Articles of Incorporation this 29th day of March 2007.

\_\_\_\_\_/s/\_\_\_\_\_  
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Sarah Arney, President

### **Article I**

#### **Purpose**

**The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any**

applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Article II**

#### **Definitions**

##### **Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

##### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

**A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.**

### *Article III*

## **Procedures**

### **Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

## **2. Determining Whether a Conflict of Interest Exists**



After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### **3. Procedures for Addressing the Conflict of Interest**

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### **4. Violations of the Conflicts of Interest Policy**

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Article IV**

#### **Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Article V**

#### **Compensation**

A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's

compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **Article VI**

### **Annual Statements**

**Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:**

Has received a copy of the conflicts of interest policy,

Has read and understands the policy,

**c.** Has agreed to comply with the policy, and

Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **Article VII**

### **Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

Whether compensation arrangements and benefits are reasonable, based on

competent survey information, and the result of arm's length bargaining.

**Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.**

### Article VIII

#### Use of Outside Experts

**When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.**

Adopted by Board Member majority vote:

This 14<sup>th</sup> day of August, 2007

\_\_\_\_\_/s/\_\_\_\_\_  
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Sarah Arney, President

