

## **BY-LAWS**

### **DORCHESTER CENTER FOR THE ARTS**

#### **ARTICLE I - Name**

The name of this corporation is “DORCHESTER CENTER FOR THE ARTS, INC.”, hereafter referred to as “the Corporation.”

#### **ARTICLE II - Purpose**

Nothing in these By-Laws shall be inconsistent with the purposes for which the Corporation was formed under Article Three of its Articles of Incorporation, to wit:

“To organize and operate a non-profit Corporation. To receive and disburse funds, public and private, in order to promote cultural activities through co-operative study, direction and action by groups, public and private, or individuals interested in the arts, crafts and other cultural needs of Dorchester County, Maryland. Said Corporation is organized exclusively for charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.”

#### **ARTICLE III - Membership**

**Section 1 -** (A) Applicants for membership must submit a completed application form to the Corporation.

(B) Membership in the Corporation is open to all persons regardless of race, sex, religion or national origin.

**Section 2 -** Each adult included in a membership unit (e.g. Family or Corporate membership) shall be entitled to one vote at any meeting of the general membership of the Corporation.

**Section 3 -** The Board of Directors may censure a member or may terminate any membership for good cause, which may include the failure to pay annual dues during the time required by the Board of Directors.

#### **ARTICLE IV - Meetings**

**Section 1 -** The annual meeting of the Corporation shall be held during the fourth quarter of its fiscal year (April, May or June) on a date set by the Board of Directors.

**Section 2 -** The following matters shall be addressed during the annual meeting:

- (A) election of the Board of Directors and Officers,
- (B) any proposed changes to the Corporation’s Articles of Incorporation or By-Laws

which have been recommended by the Board of Directors, and  
(C) such other matters as the Board of Directors may present.

**Section 3** - Notice of the annual meeting shall be sent to the membership at least 14 days in advance of the meeting.

**Section 4** - Special meetings of the Corporation may be called by the President with the approval of the Executive Committee provided that 14 days prior written notice shall have been sent to the membership stating the agenda of the meeting.

**Section 5** - At any annual or special meeting of the membership, 15 members in good standing shall constitute a quorum. The term “good standing” shall mean that a member’s current dues are paid and that the member has no overdue indebtedness to the Corporation.

**Section 6** - Members may not vote by proxy.

#### **ARTICLE V - Dues**

**Section 1** - The membership categories and annual dues may be revised annually by the Board of Directors, after considering the recommendations of the Finance and Budget Committee.

**Section 2** - Persons joining the Corporation after April 1 in any classification shall be members for the next full year.

**Section 3** - Annual dues are payable by July 1 of each year. Members in arrears as of October 1 may be dropped from the membership list.

**Section 4** - The fiscal year of the Corporation shall begin July 1 and end on June 30.

#### **ARTICLE VI - Board of Directors**

**Section 1** - The Board of Directors shall be a number determined by the Board that is not less than eleven (11) or more than twenty-one (21). Ex-officio members are additional members, who are not counted toward this limit. Each Director shall serve for a term of two (2) years. The four Officers of the Corporation and the immediate past President shall be Directors of the Board and the remaining Directors shall be elected from the general membership at its annual meeting. Their two (2) year terms shall be staggered so that approximately one-half of them are elected each year.

**Section 2** - The Board of Directors, as the governing body of the Corporation, shall oversee the administration of the affairs of the Corporation in accordance with these By-Laws and the **Policies and Procedures Manual** adopted by the Board.

**Section 3** - The Board of Directors shall meet at least ten (10) times each year. Regular monthly meetings of the Board shall be scheduled as the Board shall determine. Special meetings may be

called by (a) the President, or (b) five members of the Board may request, in writing to the President, a special meeting of the Board of Directors. Notice of special meetings shall be given at least five (5) days in advance of the date of the meeting.

**Section 4** - A member of the Board of Directors absent from three (3) successive meetings may be considered to have resigned. It shall be the duty of the Secretary to monitor attendance and place before the Board for action those not attending. Action of the Board of Directors to terminate membership on the Board shall not become final until the subject member shall have been notified in writing of the pending action.

**Section 5** - The Board of Directors is authorized to fill any vacancy on the Board of Directors and each person so chosen shall complete the unexpired term applicable to such vacancy.

**Section 6** - The creation of paid positions within the Corporation and the compensation to be paid must be approved by the Board of Directors on the recommendation of the Executive Committee.

**Section 7** - One half of the authorized members of the Board of Directors (less any fraction) shall constitute a quorum.

**Section 8** - Directors shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Corporation. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on Directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that were prepared or presented by a variety of persons, including Officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel.

Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

**Section 9** - The Dorchester County Tourism Department and the Superintendent of the Dorchester County Public Schools shall each be entitled to select a representative who shall be entitled to attend the Board meetings as an ex-officio member, but without a vote.

**Section 10** - The President, with the advice and consent of the Board, may appoint members of the Corporation to the Board's Advisory Council. They shall serve for a term of one year commencing at the beginning of the Corporation's fiscal year. They may be invited to attend Board meetings but shall not be entitled to vote.

## ARTICLE VII - Officers

**Section 1** - The Officers of the Corporation shall be (a) President, (b) Vice President, (c) Secretary, and (d) Treasurer, and shall be elected by a majority vote of the membership at the annual meeting. Officers shall serve for a term of two (2) years and may serve two (2) successive terms for a total of four (4) years. Officers shall not be eligible for re-election or to fill an unexpired term until a period of one (1) year shall have elapsed. The unexpired term of any Officer of the Corporation shall be filled by the Board of Directors.

**Section 2** - The President shall (a) preside at all meeting of the membership and Board of Directors; (b) appoint Committee Chairpersons; (c) perform all other duties normally associated with the office of President and (d), shall control and manage the property, business and affairs of the Corporation, subject to the policies and directions of the Board of Directors.

**Section 3** - The Vice President shall (a) preside at meetings in the absence of the President; (b) assume the office of President should that office become vacant; and (c) perform such duties as shall be assigned by the President.

**Section 4** - The Secretary shall (a) record or cause to be recorded the minutes of all Executive Committee, Board of Directors and Membership meetings of the Corporation; (b) maintain the **Policies and Procedures Manual**, up-dating it after each Board meeting as required; (c) be the custodian of all records of the Corporation, except those of the Treasurer; (d) be the keeper of the seal of the Corporation; (e) see that the appropriate members are notified of Executive Committee, Board of Directors and Membership meetings; and (f) see that the correspondence and files of the Corporation are maintained in good order.

**Section 5** - The Treasurer shall (a) serve as Chairperson of the Finance and Budget Committee; (b) oversee the collection, deposit and disbursement of all funds of the Corporation; (c) be responsible for maintaining current, complete, and accurate accounts of all financial transactions and assets of the Corporation; and (d) present a written financial statement to the Board of Directors at each regular meeting.

## ARTICLE VIII - Committees

**Section 1** - There shall be the following standing committees:

(A) The EXECUTIVE COMMITTEE, which shall consist of the elected Officers of the Corporation and one member of the Board of Directors to be selected by the Board. It shall have the power to transact all business of the Corporation which shall be necessary during the interim between meetings of the Board of Directors but such actions shall not conflict with these By-Laws or the **Policies and Procedures Manual**. This Committee shall meet at such time as designated by the President.

(B) The FINANCE AND BUDGET COMMITTEE, which shall consist of the Treasurer (as Chairperson) and such other members as the Board of Directors shall from time to time appoint. This committee shall be responsible for the management of all funds of the Corporation, shall prepare the annual budget for presentation to the Board of Directors and shall cause the financial records of the Corporation to be audited annually and an annual financial report to be presented to the Board.

(C) The BUILDING COMMITTEE, which shall be responsible for advising the Board of Directors and the Executive Committee concerning new construction, alterations and repairs to the Corporation's property and buildings and for carrying out such decisions as the Board may make concerning the same.

(D) The NOMINATING COMMITTEE, which shall be chaired by a Director who is not an Officer and shall consist of at least two (2) other non-Officer Directors. It shall be responsible for recommending to the Board of Directors all nominations for new or replacement Officers and Directors.

(E) The VOLUNTEERS COMMITTEE, which shall attract volunteers and plan docent and other volunteer efforts and programs of the Corporation, including those related to the gallery, gift shop, annual meeting, receptions, publicity and membership or other campaigns.

**Section 2** - The President, with the advice and consent of the Board of Directors, shall appoint a Membership Coordinator, By-Law Consultant, Policy Adviser and such other Coordinators and Chairpersons of such ad hoc or other Committees as the Board may from time to time authorize. .

**Section 3** - The President shall be an ex-officio member of all committees, but without a vote.

**Section 4** - From time to time, the Board of Directors may authorize the use of the Corporation's property by such artistic clubs, performers, guilds or other groups upon such terms and conditions as it may determine appropriate.

#### **ARTICLE IX - Amendments**

These By-Laws may be amended at any meeting of the members of the Corporation by a two-thirds (2/3) majority vote of those present and voting, provided that there is a quorum present and voting and that written notice of the proposed amendments or revisions shall have been sent to the membership at least fourteen (14) days in advance of the meeting at which these changes are to be considered.

## **Article X - Miscellaneous**

**Section 1** - The **Policies and Procedures Manual** shall be separate from the Articles of Incorporation and By-Laws and shall provide the rules and regulations under which the Corporation operates on a day-by-day basis. These may be amended by the Board of Directors, by a majority vote if a quorum is present and voting.

**Section 2** - The Dorchester Center for the Arts, Inc. prohibits discrimination against any employee or applicant for employment on the basis of (a) political or religious opinion or affiliation, marital status, race, color, creed or national origin; (b) sex or age, except when sex or age constitute a bona fide occupational qualification; (c) the physical or mental disability of a qualified disabled individual.

**Section 3** - The Board of Directors and any Committee of the Corporation may, if desired, hold a meeting by telephone conference call procedures including a speaker phone, if all persons participating in the meeting can hear each other.

**Section 4** - If any By-Law provision is held to be invalid, illegal or unenforceable in any respect, the invalidity, illegality or unenforceability shall not affect any other provision and the By-Laws shall be construed as if the invalid, illegal or unenforceable provision had not been included in the By-Laws.

**Section 5** - The headings used in these By-Laws are used for convenience and shall not be considered in construing the terms of the By-Laws.