

THE ARTS COUNCIL OF WESTERVILLE, INC.

CONSTITUTION

ARTICLE I—NAME

The legal name of the organization is THE ARTS COUNCIL OF WESTERVILLE, INC., also known as ACW. This is a not-for-profit organization under the laws of the State of Ohio.

ARTICLE II—MISSION

The mission of The Arts Council of Westerville, Inc. is to inspire the community to participate in and appreciate the arts.

OBJECTIVES

- A) Serve as the arts resource for the Westerville area
- B) Lead community awareness and involvement in the arts
- C) Foster relationships among artists and community arts organizations
- D) Strengthen art partnerships with individuals, businesses, schools and service organizations
- E) Provide venues to connect the arts and the community
- F) Create opportunities for experiences and education in the arts
- G) Plan for the future art needs of the community

ARTICLE III—DIVERSITY, EQUITY, AND INCLUSION (“DEI”)

The Arts Council of Westerville, Inc., is committed to a diverse, inclusive, equitable organization where members, volunteers, and stakeholders, whatever their gender, race, ethnicity, national origin, age, sexual orientation, or identity, education, or disability, feel valued and respected. DEI efforts may include but not be limited to:

- A) To ensure diversity, equity, and inclusion are connected to its mission and guide its efforts to ensure the well-being and engagement of its members, volunteers, and stakeholders.
- B) To ensure inequities within its policies, systems, and programs are acknowledged and dismantled, and are updated continually and reported during Board meetings as necessary.
- C) To practice and encourage transparent communications in all interactions.
- D) To commit time and resources to expand diversity, equity, and inclusion among its membership, leadership, volunteers, vendors, and other stakeholders, and its programs’ participants.

ARTICLE IV—MEMBERSHIP

SECTION 1: Qualifications for Membership

- A) Membership is open to all interested individuals.
- B) Members may be received at any time and shall also be permitted to resign at any time.
- C) All members shall support ACW through an annual membership fee, which will be defined by the Board at the Annual Meeting, excluding Honorary Members.
- D) Only Active Members, as defined in the By-Laws, may vote on issues and motions.
- E) Honorary Memberships may be granted to individuals or organizations at the discretion of the Executive Board.

SECTION 2: Membership Expulsion

- A) Members may be expelled from the organization, with or without cause, at any time after a hearing and affirmative vote by the Executive Committee.
- B) Upon such expulsion, all interest in the organization shall be relinquished.
- C) Any vacancy in the number of Executive Committee members by reason of this section may be filled at the same meeting in the manner prescribed in Article VI-Elections, Section 2.

ARTICLE V—ORGANIZATION

SECTION 1: Executive Board

- A) The organization is governed and operated by the Executive Board; hereafter referred to as the "Board".
- B) All members of the Board must be Active Members in the organization, as defined in the By-Laws.
- C) Each Board member annually shall review the Conflict-of-Interest Policy (Article X) and sign the Affirmation of Compliance form (Exhibit A).
- D) The Executive Board shall consist of the following positions: President, Vice-President, Secretary, Treasurer and Past President.
- E) Each elected member of the Board will serve a two (2) year term.
- F) Board terms shall be on a staggered basis so that no more than three (3) members will leave office in a given year.
- G) Each member of the Board shall have one vote in all Board matters (with the right to abstain).
- H) A quorum for votes by the Board shall be a simple majority (half the Board members plus one).
- I) A Board member may be recalled by a two-thirds (2/3) majority vote of the Board, or a two-thirds (2/3) majority vote of the active members present at a special meeting called for that purpose.

- J) Each member of the Board shall fulfill volunteer hours annually as specified by the Board.

SECTION 2: Executive Committee

- A) The Executive Committee is comprised of Executive Board members, Committee chairs as requested by the Board (ARTICLE VIII—COMMITTEES) and other members as appointed by the Board.
- B) All members of the Executive Committee must be Active Members in the organization, as defined in the By-Laws.
- C) Each Executive Committee member annually shall review the Conflict-of-Interest Policy (Article X) and sign the Affirmation of Compliance form (Exhibit A).
- D) The Executive Committee shall meet at a date and time prior to the Membership Meeting.
- E) The committee shall discuss and determine topics for placement on the agenda for the Membership Meeting.

SECTION 3: Advisory Board

- A) Guidance and advice will be given to the Executive Board by an Advisory Board.
- B) The Advisory Board shall consist of no more than 12 members who represent art, government, community, and educational organizations within the city of Westerville.
- C) The Board President shall appoint members to the Advisory Board.
- D) Any Active Member of the organization may nominate an individual to the Advisory Board.
- E) Each member of the Advisory Board shall serve a one-year term, beginning on January 1.

ARTICLE VI—ELECTIONS

SECTION 1: Nominations

- A) Not less than thirty (30) days prior to a general meeting, the President shall appoint, with the approval of the Executive Committee, a nominating committee of two (2) active members, who shall nominate candidates and approve rules for the forthcoming elections.
- B) The nominating committee shall present its slate of officers to the active members at the annual meeting.
- C) Additional nominations may be made by any active member for any office whose term will expire.

SECTION 2: Elections

- A) The method of voting shall be defined by the Executive Committee.
- B) A majority vote of the active members present at the annual meeting shall be required to elect each officer.

- C) Each Officer shall hold office until the next annual meeting of the Members and until the Officer's successor is elected, or until the Officer's earlier resignation, removal from office, or death.
- D) Vacancies that occur during the term of office shall be filled by an appointment by the Executive Board.

ARTICLE VII—MEETINGS

SECTION 1: Membership Meetings

- A) Regular meetings shall be held to inform and discuss the organization's status and activities with its members.
- B) The Executive Board shall decide the date, time and location of the meetings.
- C) Notice of the meetings shall be made available to all active members at least one week prior to the meeting.
- D) Additional special meetings may be called by any Board member with appropriate notice.
- E) In special circumstances, at the discretion of the President, votes may be allowed via electronic communication (email).

SECTION 2: Annual Meeting

- A) There shall be an Annual Meeting of the Active Members, as defined in the By-Laws of the organization.
- B) The purpose of the Annual Meeting is to elect new members to the Executive Board and to approve the recommended budget, and activities and events for the upcoming year. The Annual Meeting shall also provide a reading of the ACW Mission Statement and discussion of how best to pursue that in the coming year.

SECTION 3: Advisory Board Meetings

- A) The Executive Board shall determine the date, time and location of the Advisory Board meetings.
- B) Notice of the meeting shall be sent to each Advisory Board member no later than one month prior to the scheduled meeting.
- C) Meeting minutes shall be provided to both the Advisory Board and the Executive Board no later than one week following the meeting.

ARTICLE VIII—COMMITTEES

SECTION 1: Committees

- A) The Members may, by resolution, create a committee to act under the authorization of the Executive Committee.
- B) The designation of such committees shall not operate to relieve the Members of any responsibility imposed by the ACW Constitution and by-laws or the laws of this jurisdiction.
- C) An act or authorization of an act by any such committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the Executive Committee.
- D) The Executive Committee may appoint one or more Executive Committee members as alternate members of any such committee, who may take the place of any absent member or members at any meeting of the particular committee.
- E) The Members can appoint individuals as ex officio members. Ex officio members can attend meetings, participate in discussions, and present matters for consideration but do not count toward quorum and do not have voting rights.
- F) In the absence of specific provisions in this constitution or Executive Committee instructions to the contrary, a committee can reach decisions with a majority vote during a meeting or through written consent.
- G) Meetings of any particular committee may be held through any communications equipment if all persons participating can hear each other. Participation in a meeting pursuant to this section constitutes presence at the meeting.

SECTION 2: Standing Committees

The following shall be established as needed upon the recommendation of the Executive Board:

- A) Cultural Arts Center Committee shall research and plan for the future construction and operation of a community cultural arts center.
- B) Membership/Marketing Committee shall devise a plan for the active recruitment of new members to the organization, plus devise and recommend a marketing plan to communicate the activities of the organization to the community.
- C) Community Outreach Committee shall seek collaboration between ACW, Westerville community members, agencies, and businesses.
- D) Grants Committee shall research and apply for grants and review and award the annual education grants.
- E) Education Committee shall organize and plan all classes and workshops. Also oversees the Education Program Coordinator's duties.

- F) Events Committee shall plan and execute events to fundraise for the organization and fulfill the mission of the ACW, including random acts of art.

SECTION 3: Ad Hoc Committees

- A) Ad hoc committees shall be established and a chairman appointed by the President as the need arises.
- B) All committee appointments shall terminate upon completion of function.

ARTICLE IX—FISCAL YEAR

The fiscal year shall begin on January 1 of each year, or such other date as may, from time to time, be established by the Board.

ARTICLE X—AMENDMENTS

A majority vote of at least two-thirds (2/3) of the organization's Active Members, present at a regularly scheduled meeting, will be required for an amendment to the Constitution.

ARTICLE XI—CONFLICT OF INTEREST POLICY

SECTION 1: Purpose

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's (ACW) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer of the ACW 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.

SECTION 2: Definitions

- A) 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.
- B) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the ACW has a transaction or arrangement,
 - ii. A compensation arrangement with the ACW or with any entity or individual with which the ACW has a transaction or arrangement, or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the ACW 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. 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.

SECTION 3: Procedures

- A) 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 Executive Board considering the proposed transaction or arrangement.
- B) 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 Executive Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board shall decide if a conflict of interest exists.
- C) Procedures for Addressing the Conflict of Interest
 - i. An interested person may make a presentation to the Executive Board, 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.
- D) Executive President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- E) After exercising due diligence, the Executive Board shall determine whether the ACW 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.
- F) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Board shall determine by a majority vote of the disinterested officers whether the transaction or arrangement is in the ACW'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.
- G) Violations of the Conflicts of Interest Policy
 - i. If the Executive Board or Member has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, the Executive Board shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Board determines the member has failed

to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4: Records of Proceedings

The minutes of the Executive Board shall contain:

- A) 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 Executive Board's decision as to whether a conflict of interest in fact existed.
- B) 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.

SECTION 5: Compensation

- A) A voting member of the Executive Board or a Member who receives compensation, directly or indirectly, from the ACW for services is precluded from voting on matters pertaining to that member's compensation.

SECTION 6: Annual Statements

Each Executive Officer and committee chairs shall annually sign a statement which affirms such person:

- A) Has received a copy of the Conflict-of-Interest policy,
- B) Has read and understands the policy,
- C) Has agreed to comply with the policy, and
- D) Understands that the ACW 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.

SECTION 7: Periodic Reviews

To ensure the ACW 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:

- A) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- B) Whether partnerships, joint ventures, and arrangements with management organizations conform to the ACW's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in impermissible benefits.

SECTION 8: Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the ACW 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.

EXHIBIT A: Conflict of Interest Affirmation of Compliance

I have received and carefully read the Conflict-of-Interest Policy for the Arts Council of Westerville (ACW) and have considered not only the literal expression of the policy, but also its intent. By signing this affirmation of compliance, I hereby affirm that I understand and agree to comply with the policy as set forth in Article XI in the Constitution adopted by ACW. I further understand that ACW is a nonprofit organization and that in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes without personal gain by Board members.

I hereby state that I do not have any conflict of interest, financial or otherwise, that may be seen as competing with the interests of ACW, nor does any relative or associate have such a potential conflict of interest. Nor shall any relative or associate benefit from any action, policy or transaction made by ACW in a manner that has not been previously disclosed.

If any situation should arise in the future that I think may involve me in a conflict of interest, I will promptly and fully disclose in writing the circumstances to the ACW President or other member of the Executive Board.

Name (Please print)

Signature

Date

Annual Review and Reaffirmation

Board Secretary:

Date:

THE ARTS COUNCIL OF WESTERVILLE, INC.

BY-LAWS

ARTICLE I—EXECUTIVE BOARD

SECTION 1: Terms of the Officers

- A) Each elected member of the Board will serve a two (2) year term, renewable at the discretion of the Board, beginning on January 1.
- B) Outgoing officers shall be responsible for sharing information pertinent to their position to the new Board member, defined in Section 2 below.
- C) Board terms will be on a staggered basis.

SECTION 2: Duties of the Officers

A) PRESIDENT

- i. Preside at all meetings of the Board
- ii. Call special meetings as necessary
- iii. Appoint the members of all committees
- iv. May serve as ex-officio member to all committees
- v. Appoint members to fill any vacancy
- vi. Ensure that all committees keep and provide records of budget and activities
- vii. Ensure the compliance to the duties assigned to each officer
- viii. Shall initiate an ad hoc committee to audit the finances of the organization as necessary.

B) VICE PRESIDENT

- i. Preside at all meetings in the absence of the President
- ii. Assist the President in fulfilling the duties of that office
- iii. Should a presidential vacancy occur, the Vice President shall assume the office during the interim

C) SECRETARY

- i. Keep a permanent record of the minutes of all the meetings of the membership and the Board
- ii. Keep all the official records of the organization
- iii. Handle correspondence, as necessary
- iv. Provide copies of minutes of the previous meeting to all Board members.

- v. Serve as the organization's historian and maintain files on the different activities and events.

D) TREASURER

- i. Receive all money of the organization
- ii. Keep a record of all monies received and paid out
- iii. Provide the maintenance of the organization's bank accounts and write all checks
- iv. Prepare and submit all necessary tax forms (as required)
- v. Prepare and report information to government bodies as necessary to maintain tax exempt and not-for-profit status.
- vi. Present a written treasurer report at each Executive Board meeting and at the Annual General Meeting.
- vii. Annually, with Executive Board, produce a budget for the approval of the Board, in the first month of the fiscal year
- viii. Maintain a record of all members who have paid membership dues.

ARTICLE II—AUTHORITY TO BIND/RULES OF ORDER

- A) No member of the organization shall contract for, commit to, or enter into any agreement or otherwise obligate this organization except by authorization of the Executive Board.
- B) Robert's Rules of Order shall govern the proceedings of all meetings, unless they are inconsistent with the Constitution and By-Laws, or other rules and procedures are established prior to the date of the meeting.

ARTICLE III—MEMBERSHIP

SECTION 1: Members may be received at any time and shall also be permitted to resign at any time.

SECTION 2: Membership Classifications

Membership consists of three classifications:

- A) An Active Member is an individual who regularly attends meeting and participates in the various events. He/she also pays the yearly membership fee. Active members have voting privileges for all matters of management and control of the organization.
- B) An Associate Member is any individual who pays the membership fee, but is not active in the organization. Associate members are encouraged to give input into the organization.
- C) An Honorary Member is an individual approved by the Executive Board to receive such an honor for outstanding service or contribution to the welfare of the organization. Any active member may nominate an individual for the honor. Honorary members do not have voting privileges.

SECTION 3: Membership Fees

- A) Membership fees shall be determined by the Executive Board.
- B) All application forms for membership must be given along with the required fee to the Membership Coordinator (or other designee of the Executive Board), who will keep a record of each member's status.
- C) Upon request, the Membership Coordinator (or other designee of the Executive Board) shall inform any Executive Officer of all new or changed member statuses and shall provide member contact information.