

**BYLAWS OF
ARTS DEVELOPMENT COUNCIL OF GEORGIA, INC**

ARTICLE I NAME AND OFFICERS

- A. The name of the corporation shall be the Arts Development Council of Georgia, Inc. (hereinafter referred to as "Council").
- B. The address of the principal office of the Council is 305 Research Drive, Athens, GA 30605.

ARTICLE II POWERS AND PURPOSE

The purpose of the Council is to promote education within the arts community concerning entrepreneurial development, marketing, and lifestyle enhancement in Georgia.

ARTICLE III BOARD OF DIRECTORS

- A. **Number.** The Council shall consist of a governing Board of Directors consisting of 15 at-large members.
- B. **Term of Office.** Directors shall serve staggered three-year terms beginning on July 1. Each director shall be elected by a majority vote of the directors then in office and may be reelected for no more than two (2) consecutive three-year terms.
- C. **Resignation and Removal.** Any director may resign by submitting a resignation, in writing, to the Chair. Any director missing three consecutive meetings without good cause may be removed from office by a vote of two-thirds of the directors then in office.
- D. **Vacancies.** Vacancies on the Board shall be filled by a majority vote of the directors present. A director elected to fill a vacancy shall serve the remaining term of the position filled.
- E. **Compensation.** No director shall receive any salary or compensation for service as a director but directors shall be entitled to receive reasonable fees for goods or professional services rendered to the corporation in other capacities.
- F. **Powers.** The Board shall have full control of, and sole responsibility for, the affairs and operations of the corporation, and may exercise any and all of its corporate powers. The day-to-day operation of the corporation shall be managed by an Executive Director (when the position is not filled, duties shall be carried out by Chair of the Board) hired by and serving at the pleasure of the Board.
- G. **Voting.** Each director shall have one vote except for the Chair who shall vote only in the case of a tie. Directors may vote using electronic means to include, but not limited to, email, fax, or telephone.

ARTICLE III (A) ADVISORY BOARD

There shall be an Advisory Board to the Board of Directors, composed of not more than 15 members, whose purpose is to act in a consulting or advisory capacity to the Board of Directors and the Council as a whole. Membership may be composed of but not limited to:

- (a) officers or regular members of the Board of Directors who leave the Board in good standing, and who are willing to continue their relationship with the corporation in a consulting or advisory capacity to the Board of Directors, and are elected to membership on the Advisory Board, by the Board of Directors on a two-thirds vote of the members of the Board of Directors present at any meeting,

(b) such other persons who, being unable to devote time to the Council on a regular basis, and wish to serve the Council upon special assignment, and are elected to membership on the Advisory Board on a two-thirds vote of the members of the Board of Directors present at any meeting, and

(c) The Board of Directors may solicit members from other appropriate organizations to also include:

1. Georgia Association of Regional Commissions
2. Georgia Department of Community Affairs
4. Georgia Department of Economic Development
5. Georgia Department of Education
6. Georgia Department of Technical and Adult Education
7. Georgia Council for the Arts
8. Georgia Public Broadcasting
9. Office of the Lieutenant Governor

Likewise, Advisory Board members may be removed by (a) resignation or (b) the Board of Directors on a two-thirds vote of the members of the Board of Directors present at any meeting.

Additionally, the Board of Directors will on an annual basis (typically in conjunction with the nomination/election process for members and officers of the Board of Directors) review the composition of the Advisory Board and solicit necessary additions or deletions to the membership of the Advisory Board, and so keeping the Advisory Board refreshed and robust. Typical individual membership tenure is targeted at two years.

Members of the Advisory Board shall be entitled to receive notice of and attend all meetings of the Board of Directors but shall have no vote.

ARTICLE IV MEETINGS

- A. **Number of Meetings and Notice.** The Board shall hold six (6) regularly scheduled meetings each calendar year. At least seven (7) days prior notice of the time and place of the Board meeting shall be given to each director by the Secretary. This notice shall be made by either electronic mail or by sending a copy of the notice through the United States mail. Notice that is sent through the United States mail must be sent at least ten (10) days prior to the meeting.
- B. **Special Meeting.** Special meetings of the Board may be called by a member of the Executive Committee at the request, in writing, of any three directors. At least seven (7) days prior notice of the time and place of the special meeting shall be given to each director unless the meeting is for emergency purposes in which case twenty-four (24) hours notice is required, if possible. Notice shall be given by the Secretary. Special meetings of the Executive Committee may be called by the Chair or, in his/her absence, the Vice Chair. Notice of such meetings may be by means of telephone, by electronic mail, or by a written notice by United States mail of the time, place, and purpose, to each member of the Executive Committee. Written reports of committee action and discussion shall be provided to the Board at its next regular meeting.
- C. **Quorum.** A majority of the Board shall constitute a quorum for the transaction of business. Unless otherwise specified, the act of the majority of the directors present at a meeting shall be the act of the Board. If all the directors severally or collectively consent in writing or by phone or by electronic mail to any action taken or to be taken by the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board.
- D. **Executive Committee Meeting.** The Executive Committee shall hold regularly scheduled meetings every other month but, alternating months from the Board meeting, every calendar year. At least seven (7) days advance notice of such meetings shall be given by the Secretary. This notice shall be made by either electronic mail or by sending a copy of the notice through the United States mail. Notice that is sent through the United States mail must be sent at least ten (10) days prior to the meeting.

- E. **Open Meetings.** All meetings shall comply with the Georgia Open Meetings Act, O.C.G.A. §50-14-1 et seq.

ARTICLE V EXECUTIVE OFFICERS

- A. **Officers.** From among their number, the Directors shall, biannually on July 1, select by majority vote of those directors present, executive officers of the corporation to include a Chair, Vice-Chair, Secretary, and Treasurer plus two (2) at-large members.
- B. **Term of Office.** Officers shall serve one-year terms. Each director shall be elected by a majority vote of the directors then in office and may be reelected for no more than two consecutive **one**-year terms.
- C. **Chair.** The Chair shall be the chief executive officer of the corporation. The Chair shall have general supervision of the affairs and property of the corporation; preside at all meetings of the Board and Executive Committee; discharge the duties of a presiding officer; and perform whatever other duties the Board may from time to time prescribe.
- D. **Vice-Chair.** The Vice-Chair shall act in the place of the Chair when the Chair is absent or incapacitated; shall have the same powers and duties of the Chair when acting in that capacity; and shall perform whatever other duties the Board from time to time prescribes. In the event the Chair leaves office prior to the expiration of the term of office, the Vice-Chair will assume the role of Chair for the remainder of the term.
- E. **Secretary.** The Secretary shall keep or cause to be kept, the minutes of all Board meetings and shall give, or cause to be given notice of all Board meetings to the directors. The Secretary shall perform such other duties as shall be assigned by the Board or the Chair.
- F. **Treasurer.** The Treasurer shall have custody of the corporate funds and securities, oversee the keeping of full and accurate accounts of receipts and disbursements in books belonging to the corporation, and render to the Board at monthly business meetings, or when the Board so required, an account of all transactions and of the financial condition of the corporation. The Treasurer shall furnish such bond as the Council may require, and the premium for same shall be paid by the Council.
- G. **Immediate Past Chair.** The Immediate Past Chair shall act in the place of the Chair when both the Chair and Vice-Chair are incapacitated; shall have the same power and duties of the Chair when acting in that capacity; and shall perform whatever other duties the Board from time to time prescribes.
- H. **Vacancy.** In the event a term cannot be completed, the Council shall elect from its membership, an individual to fill the unexpired term.

ARTICLE VI COMMITTEES

- A. The Board of Directors may provide for such standing and ad hoc committees as it may deem to be necessary from time to time to carry out the activities of the corporation. The Chair shall appoint the members of the committees and provide for ad hoc committees as needed. The Executive Director shall be an ex officio member of all committees.

ARTICLE VII FISCAL YEAR

- A. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December.

ARTICLE VIII CONTRACTS

- A. All leases, rules, deeds, mortgages, or other written contracts shall be signed by the Chair so long as consistent with the policies of the Board. The checks of the corporation may be signed by the Chair, Vice-Chair, Treasurer or staff as the Board may from time to time designate. No officer of the corporation, however, shall have the authority to pledge the credit of the corporation without prior approval of the Board.

ARTICLE IX DUTY OF THE BOARD OF DIRECTORS

- A. It shall be the primary duty of the Board of Directors to further the purposes of the corporation, as set forth in Article II.

ARTICLE X NONDISCRIMINATION STATEMENT

All activities and events sponsored by the Council are offered on a nondiscriminatory basis.

ARTICLE XI AMENDMENTS

- A. These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds vote of the directors then in office, provided that no such action shall be taken if it would in any way adversely affect the corporation's qualifications under Section 501(c)(3) of the Internal Revenue Code.

Adopted on this 3rd day of February, 2010.

Chair