

DELAWARE VALLEY ARTS ALLIANCE, Inc.
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ARTICLE I: NAME

The corporation shall be known as the Delaware Valley Arts Alliance, Inc. The corporation may also be referred to as “DVAA.”

ARTICLE II: PURPOSE

The Delaware Valley Arts Alliance is a not-for-profit organization chartered under the laws of the State of New York in 1976. Its purpose is to develop opportunities for area residents and visitors to be involved in and have access to the arts; and to provide services to artists and arts groups in Sullivan County and the Upper Delaware Valley.

ARTICLE III: GENERAL MEMBERSHIP

Any individual, group organization, business or corporation interested in the same or similar purposes as DVAA may become a member upon payment of dues. The amount and schedule of dues payments shall be determined by the Board.

ARTICLE IV: ANNUAL MEETINGS

The annual meeting of the DVAA shall be held in February each year. All DVAA members shall be invited to an annual meeting with at least ten (10) days notice before the date of the meeting. New members of the Board of Directors shall be elected at the annual meeting from a slate presented by the Board Governance Committee in the last quarter of the fiscal year. A majority of the members present must vote for the vote to be valid.

ARTICLE V: BOARD OF DIRECTORS

SECTION 1: Membership of the Board

- A. Composition of the Board of Directors shall include persons who represent the diverse characteristics of the Delaware Valley Arts Alliance's constituent community and who are supportive of DVAA's goals.
- B. The Board of Directors shall consist of no fewer than ten (10) nor more than twenty (20) members.
- C. Board members shall be dues-paying members of the Delaware Valley Arts Alliance.

SECTION 2: Duties

Individual Board Members shall serve on at least one committee of the Board and participate in the fundraising activity of the Delaware Valley Arts Alliance.

The Board of Directors shall:

- A. Establish policy, budgets and procedures for the Delaware Valley Arts Alliance.
- B. Establish the dates, times and places of the meetings of the full membership.
- C. Approve formation, dissolution, and monitor progress of all committees and board task forces.
- D. Review quarterly financial reports.
- E. Arrange for an independent annual financial review.
- F. Be responsible for long-range planning for the DVAA.
- G. Employ the Executive Director, who shall manage, on a day-to-day basis, the staff and activities of the DVAA in order to carry out the established policies, budgets and procedures.
- H. Review and approve the annual report prepared by the Executive Director.
- I. Plan and execute such other appropriate measures to best promote the purposes of and to financially stabilize the Delaware Valley Arts Alliance.
- J. Serve as the fiduciary body overseeing all capital assets and capital projects.

SECTION 3: Elections

- A. New members of the Board of Directors shall be elected at the annual meeting after being presented by the Board Governance Committee. The Board Governance Committee shall inform the Board of Directors of the slate of candidates to be voted on at the annual meeting no less than one week in advance of the meeting.
- B. The Board shall determine the number of seats that will be filled in advance of voting on candidates. If there are fewer seats than candidates, the candidates shall be voted on by ranked-choice voting to fill the predetermined number of seats. Otherwise, each candidate shall be voted on individually by a simple majority vote from Board Members present at the meeting. Board members are considered present either in person or via audio/visual connection.

SECTION 4: Terms

Term of office for members of the Board of Directors shall be for three (3) years, commencing upon their election at the annual meeting.

SECTION 5: Meetings

- A. Regular meetings of the Board of Directors shall be held at times and places as may be determined by the Board of Directors but not less than four (4) times per year. Notice of dates of all scheduled meetings for the year shall be given to each Board member at the beginning of the fiscal year. Special meetings of the Board may be called at the discretion of the President.
- B. Executive sessions of the Board may be motioned for by any Director during a Board meeting, subject to approval by a simple majority vote of the Board. Such meetings shall only include the Board of Directors and any invitees as the Board deems appropriate. Minutes and official votes shall not be taken during executive sessions. The Secretary shall log the times entered into and exited out of executive sessions.

SECTION 6: Attendance and Removal

Board Members are considered present at Board Meetings either in person or via an audio/visual connection. Any Board Member may be removed at any time for cause

by a two-thirds vote of the Entire Board at a regular meeting or special meeting of the Board called for that purpose. Any Board Member missing four consecutive meetings of the Board shall be automatically removed without further action of the Board unless a majority of the Board Members has excused such Board Member from attendance due to extenuating circumstances.

SECTION 7: Resignation

Any Board Member may resign from the Board at any time by delivering a resignation in writing to the President. The resignation becomes effective upon the President's acceptance. In the case of the President's resignation, the resignation becomes effective upon the Vice President's acceptance. No resignation shall discharge any accrued obligation or duty of a Board Member.

SECTION 8: Leave of Absence

The Board may consider a request made by any Board Member for a leave of absence from the Board on a case-by-case basis.

SECTION 9: Vacancies

In case of any vacancies occurring on the Board of Directors, a successor to fill the unexpired term may be elected by a simple majority vote of the Board. Recommendations for candidates to fill such vacancies shall be made by the Board Governance Committee.

ARTICLE VI: OFFICERS

SECTION 1: Number and Election

At the Annual Meeting, the Board shall elect its Officers from among its Members. The Officers of the Board shall be the President, at least one Vice President, Treasurer and Secretary. A person may not hold more than one office at a time.

SECTION 2: Term of Office

Each Officer shall be elected for a one-year term beginning immediately following their election and shall hold office until his or her successor is duly elected, or until their death, resignation or removal.

SECTION 3: Vacancies

The President may appoint a Board Member to a vacant Officer position, with the approval of the Executive Committee.

SECTION 4: Powers and Duties

- A. The President shall preside at the meetings of the Delaware Valley Arts Alliance, the Board of Directors and the Executive Committee; shall act as the general volunteer officer of the DVAA; and shall perform such other duties as are related to the office of President, including the preparation of the Executive Director's annual review. The President shall serve as an ex-officio member of all committees.
- B. The Vice President shall assume all powers and duties of the office of President in the absence of the President. The Vice President shall serve on the Executive Committee and shall perform other duties as assigned by the President or the Board of Directors.
- C. The Secretary shall record the proceedings of all meetings and shall handle the correspondence of the Board of Directors. The Secretary shall serve on the Executive Committee and shall perform other duties as assigned by the President or the Board of Directors.
- D. The Treasurer shall be responsible for the finances of the corporation. The Treasurer shall chair the Finance Committee and shall serve on the Executive Committee, and shall be responsible for presenting quarterly financial statements to the Board of Directors, presenting annual financial statements to the membership, and shall perform other duties assigned by the President or the Board of Directors.

ARTICLE VII: COMMITTEES

SECTION 1: Committee Charter and Membership

- A. The President may create or remove standing or ad hoc committees at their discretion. The Board may also create ad hoc committees by a simple majority vote.
- B. Committees shall contain at least three individuals.
- C. Committees shall make recommendations to the Board. No action of a committee shall bind the action of the Board.
- D. The Executive Director is an ex-officio, non-voting member of all committees.

SECTION 2: Standing Committees

There shall be the following standing committees:

- A. Executive
- B. Board Governance
- C. Facilities
- D. Finance/Audit
- E. Fundraising
- F. Communications
- G. Program/Planning

SECTION 3: Committee Chairpersons

- A. Committee chairpersons are responsible for leading and managing their respective committees.
- B. Committee chairpersons shall be voting members of the Board.

SECTION 4: Vacancies, Resignation, & Appointment

- A. Committee Members
 - a. With the exception of the Executive Committee, Board Members may join or leave any committee at any time upon approval of the President.
 - b. The President shall appoint and remove committee members upon concurrence of the Board.
 - c. Members of the public may be added to any committee with the exception of the Executive Committee upon recommendation of the committee chairperson and the concurrence of the Board.
- B. Committee Chairpersons

- a. Chairpersons may resign from their role as chairperson while still maintaining their status on the Board at any time with concurrence of the President.
- b. The President shall appoint and remove committee chairpersons upon concurrence of the Board.

SECTION 5: Committee Responsibilities

A. Executive Committee

The Executive Committee shall be composed of elected officers of the Board and up to four (4) other members of the Board nominated by the Board Governance Committee and elected by a majority of the Board. The responsibilities of the Executive Committee shall be to:

- a. Act with full authority of the Board of Directors when the Board is not in session. Such action shall be reported to the Board at the next regular meeting.
- b. Confer with the Executive Director regarding execution of duties, personnel matters and meeting agendas.
- c. To charge the Director with long range and strategic planning for the DVAA.
- d. Review the budget and committee reports before the annual meeting.
- e. Be the personnel committee of the Board.
- f. Evaluate the adequacy of the current staff structure and propose modification, expansion or further staff development.
- g. Be responsible for overseeing the annual evaluation of the Director's performance, and submitting compensation recommendations to the Board for final approval.
- h. Periodically review the defined and adopted mission and vision statements of the organization and whether they are consistent across documents and activities.
- i. Periodically review the governing documents of the organization and whether they are consistent with applicable laws and actual or desired organizational practices; amend such governing documents, as necessary.

B. Board Governance Committee

The duties of the Board Governance Committee are to:

- a. Develop a board member, committee member, and officer recruitment strategy, taking into account desired skill sets, diverse perspectives, and input from the Board.
- b. Continually identify and recruit candidates for the board, committee and officer positions consistent with such strategy.
- c. Develop, and ensure appropriate implementation of, a board, committee, and officer orientation and onboarding strategy, which emphasizes appropriate respect of diversity, inclusion, and equity.
- d. Develop and implement a plan for continually educating the board, committees, and officers, and continually strengthening the bonds among such individuals to encourage independent expression of ideas and collaborative decision-making.
- e. Review the performance of, and any perceived or actual conflicts involving, individual board members.
- f. Ensure timely and compliant elections of board members and officers.
- g. Recommend retention and re-election of incumbent board members, as appropriate.
- h. Recommend the request for resignation or removal of a board member or committee member, as appropriate.

C. Finance Committee

The duties of the Finance Committee are to:

- a. Oversee the annual budget preparation and to present it for the Board of Directors' approval.
- b. Study and make recommendations to the Board regarding financial policies proposed fundraising projects, capital budgets, and related financial obligations
- c. Oversee the annual financial review and recommend independent CPAs to the Board.
- d. Ensure compliance with all necessary and contractual financial reporting.

D. Program Committee

The duties of the Program/Planning Committee are to:

- a. Ensure program goals are consistent with the mission, strategic plan, and diversity statements of the DVAA.
- b. Support the development of new and expanded programs and services as needed and as possible.

E. Facilities Committee

The duties of the Facilities Committee are to:

- a. Review and set goals for facilities' development.
- b. Develop capital project budgets.
- c. Oversee capital expansion.
- d. Set policies for the use of DVAA facilities.
- e. Review lease agreements, and insurance, safety and security provisions.

F. Fundraising Committee

The duties of the Fundraising Committee are to:

- a. Analyze the overall fundraising needs of the DVAA.
- b. Coordinate with the Finance Committee to set annual fundraising goals.
- c. Coordinate with capital campaigns and other special projects to meet fundraising goals.
- d. Engage the Board in meeting the fundraising goals with fundraising activities that include membership campaigns, special events, board giving campaigns, etc.
- e. Support the Staff in developing a membership strategy for Board approval.

G. Communications Committee

The duties of the Communications Committee are to:

- a. Support the Staff in developing a comprehensive and effective communications strategy across all media in line with the DVAA's Mission and Diversity statements.
- b. Ensure that communications from the DVAA are on-brand with the Organization's strategic communications goals.
- c. Support the goals and duties of the Executive Director and Communications Manager.
- d. Develop and monitor a communications calendar on an annual basis.
- e. Assist the Executive Director in an advisory capacity.
- f. Encourage the Board to consistently support the DVAA's promotional efforts.

ARTICLE VIII: QUORUMS

SECTION 1: Board of Directors

A quorum for the Board of Directors shall be a majority of its members.

SECTION 2: Executive Committee

A quorum for the Executive Committee shall be any two officers plus one Director, provided one of the officers is the President or Vice President.

SECTION 3: Other Committees

A quorum for all other committees shall be a majority of its members.

SECTION 4: Achieving a Quorum

A quorum shall be achieved for any official meeting of the Board or its committees via in person attendance or through an audio/visual connection.

ARTICLE IX: FISCAL POLICIES

The Fiscal Year of the corporation shall begin on January 1 of each year and shall end on December 31 the same year.

ARTICLE X: INDEMNIFICATION

The corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that they, their testator or intestate was a Director, officer or other agent of the corporation, or of any other organization served by them in any capacity at the request of the corporation, against judgements, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

ARTICLE XI: DISSOLUTION

The dissolution of the Delaware Valley Arts Alliance may take place as provided in the Not-For-Profit Corporation Law of the State of New York, as presently existing or as hereinafter amended.

ARTICLE XII: AMENDMENTS

These Bylaws may be amended by a simple majority vote of the Board of Directors, provided a copy of the proposed amendments shall have been sent to each member at

least ten (10) days prior to a regular or special meeting of the Board of Directors of the Delaware Valley Arts Alliance.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

The latest edition of Robert's Rules of Order, Newly Revised shall be the authority for any rules of order not covered in the Certificate of Incorporation or Bylaws.

Approved by the Board of Directors on April 13, 2023.