

**Constitution and By-Laws
Hart Regional Arts Council**

**Article I
Name of Corporation**

Section 1. The name of this 501.C3 non-profit corporation shall be Hart Regional Arts Council, Inc., herein referred to as HaRAC.

Section 2. The current physical address of HaRAC is 338 East Howell Street, Hartwell, GA. The current mailing address of HaRAC is PO Box 413, Hartwell, GA 30643.

**Article II
Purpose**

Section 1. HaRAC is a fine arts council created and established as an independent, non-profit organization. Its purpose is to develop, coordinate, and promote performing, visual, literary, and other types of art; to contract for artistic services, performances, exhibits and workshops; to develop physical facilities for the use of the arts; and to promote the enjoyment, education, cultural enrichment and other related benefits for the citizens of Hart County and the surrounding area.

**Article III
Membership**

Section 1. Membership shall be open to any person or group interested in general art expression, art experiences, art education, or art appreciation.

Section 2. Membership and all activities and privileges of this corporation are voluntary, and members agree to be bound by these by-laws and amendments hereafter adopted.

Section 3. Members are entitled to one vote in all matters requiring a vote of the membership.

Section 4. Types of membership and annual membership dues, and changes to these policies, shall be proposed by the membership committee and approved by vote of the board of directors.

**Article IV
Finances**

Section 1. The corporation's fiscal year shall begin on July 1 of each year and end on June 30.

Section 2. An annual budget shall be prepared by the treasurer, based on requests by committees and projected revenue, and approved by the board of directors at its May meeting. The budget will include but not be limited to the following categories: programming, facilities management and operations, personnel, fundraising projects, and grants.

Section 3. The corporation is authorized to receive gifts, donations and grants to finance the objectives of the corporation.

Section 4. The corporation shall have fundraising events. The number and type of such fundraising events will be determined jointly by the finance and program committees, and approved by the board.

Section 5. There shall be an independent audit and /or financial review each year.

Section 6. Equity in the facility shall not be used to fund operating expenses. Any proposal to increase indebtedness of the corporation must be approved by a vote of two-thirds of the board of directors.

Section 7. If only one person is authorized to sign checks for the corporation, financial accounts shall be reconciled by the treasurer and a second board member monthly.

Section 8. Fiduciary responsibilities, including reconciling accounts, co-signing contracts and checks, and other transactions, shall not be shared by officers who are related to each other by family or business partnerships.

Section 9. All funds raised for a specific purpose may be used only for that purpose, unless a contingent use is approved by the board and by donors of those funds when required or appropriate.

Section 10. All expenditures exceeding or not included in the allocations established by the budget must be approved by the board of directors as amendments to the budget.

Article V Meetings

Section 1. An annual meeting of the membership shall be held each year during the month of June. The exact time, date, and place will be determined by the board of directors. All other meetings shall be held at the call of the board of directors.

Section 2. The agenda of the annual meeting shall include but not be limited to the following: report on the state of the corporation, presentation of the budget as approved by the board for the upcoming year, election of board members, and approval of revised constitution and by-laws if any are proposed.

Section 3. A regular meeting of the board of directors shall be held each month on a date set by the board unless otherwise determined by the president. The board of directors shall have the option to omit one meeting per year. A quorum shall be a simple majority of directors currently holding office.

Section 4. Directors shall attend at least eight (8) regular meetings per year. Three consecutive meetings missed without acceptable excuse shall be grounds for removal from the board, and an interim director shall be appointed by the board of directors as described in Article VII, Section 1.

Section 5. Meetings of the board of directors shall be open to all interested parties, but only board members shall have a vote.

Article VI Officers

Section 1. The officers of the organization shall be a president, vice president, secretary, and treasurer. Officers shall serve for a term of one (1) year, but are eligible for re-election as long as they are members of the board. A slate of officers shall be provided by the nominating committee and elected by the board at its first regular meeting following the annual membership meeting.

Section 2. Basic duties of the officers shall be as follows:

President - The president shall preside at all meetings of the board and its executive committee. He or she shall appoint ad-hoc committees. He or she may be an ex-officio, non-voting member of each committee. He or she shall also perform all the usual functions of the president of a nonprofit organization. This includes, but is not limited to, liaison between the council and the community, agenda preparation for the monthly meetings, planning the annual meeting, presenting an annual report of the state of The Art Center to the membership, consulting with all committee chairs as needed, and identifying and hiring the auditor for the annual audit or financial review.

Vice-President - In the event of the absence of the president or of the president's inability to perform his or her duties, the vice-president shall assume those duties. He or she shall be responsible for the Art Center calendar.

Secretary - The secretary shall keep the minutes of each meeting and shall provide for their publication according to established policies and procedures.

Treasurer - The treasurer shall keep an accurate record of all monies received and disbursed by the corporation. A system of accounting shall be kept to accurately show the flow of all revenues and expenses. Such records shall be on file at The Art Center. The treasurer shall deposit all monies received into a corporate account at a financial institution selected by the board. This includes all accounts such as checking, savings, and investments. The treasurer shall pay all bills and any other invoice or indebtedness approved by the board. The treasurer shall be responsible for the renewal of the Articles of Incorporation and the nonprofit mailing permit. He or she shall prepare an annual budget proposal in consultation with committee chairs and will present it to the board for approval at its May meeting. At each meeting the treasurer shall present a detailed financial report, and at the annual meeting, shall submit a detailed annual report-

Article VII Board of Directors

Section 1. The HaRAC board of directors shall consist of not fewer than seven (9) members and not more than nine (12) members. The following shall be voting members of the board: president, vice-president, recording secretary, treasurer, and three to five other members of the organization in good standing. Members shall serve for a term of three (3) years and are eligible to serve two consecutive terms. At the end of two (2) terms, a person must wait one (1) year to be eligible to serve again. A vacancy on the board of directors or executive committee shall be filled for the remainder of its current term by the board no more than one month after the vacancy occurs. Partial appointed terms are not counted when determining eligibility of term length.

Section 2. Board members' terms shall be staggered so that no more than two-thirds of member terms end simultaneously. In the event that the minimum number of returning members cannot be sustained, an adjustment in term length may be approved by the board.

Section 3. Board members shall be proposed by the nominating committee and presented for approval by vote of the membership at the annual meeting. Other nominations for the board shall be invited from the floor. After all nominations have been received, a vote shall be taken.

Section 4. The board shall have the option to hire a general manager.

Section 5. All votes of the board of directors shall be conducted in person at regular or called meetings.

Article VIII Operations

Section 1. The purpose of the board of directors shall be strategic planning for the corporation and approval and support of committee recommendations.

Section 2. The board of directors, its officers, and committee chairs shall establish and publish policies and procedures for carrying out their responsibilities as described in this document, and for ongoing programs and events of The Art Center. Policies and procedures shall be reviewed annually by the board of directors and modified or amended as needed.

Section 3. It is understood that one of the main purposes for this corporation is to be a clearinghouse for general and specific information about the arts and information concerning upcoming events. To that

end, The Art Center shall publish emails and/or periodic newsletters and articles for its membership and community organizations in the surrounding areas.

Section 4. If and when a general manager is employed by the board, he or she shall be responsible for the daily operations of HaRAC, Inc. Duties include scheduling of events, keeping the facility clean, and keeping general supplies in stock, all of this within the budget set by the board of directors. As per Article VII, Section 4, the general manager shall be hired by the board at a meeting specifically called for that purpose. At least once each year, prior to the annual meeting, a general manager would meet with the president and/or other officers to discuss personnel performance, analysis of programs, budgeting, and other Art Center needs.

Article IX Committees

Section 1. To assist the board and to ensure that HaRAC, Inc., is a viable, successful corporation, certain standing committees shall be appointed. Chairpersons of these committees shall be appointed by the board of directors. The following sections name and give a brief outline of the duties for the committees. These duties shall be further specified in written policies and procedures.

Section 2. Committee chairpersons shall report to the board on their work no less than quarterly at regular board meetings.

Section 3. Facilities Committee--This committee shall be responsible for ongoing assessment, remodeling, and upkeep of the facility of HaRAC, Inc., and shall prepare its annual budget request to be presented to the board for approval. The committee shall have at least three members.

Section 4. Nominating Committee-- This committee shall consist of up to five (5) members, one of whom may be a member of the board of directors. Duties include nominating board members and presenting a slate of these nominees to the membership for approval at the annual membership meeting, presenting a slate of nominees to be board officers for a vote by the board of directors, and assisting the board in selecting committee chairpersons and addressing unscheduled vacancies on the board.

Section 5. Program Committee--This committee shall consist of at least three members. Duties are to oversee the scheduling of individuals and groups wishing to perform at or use the facility for the purposes stated in Article II of this document and to plan educational and arts events. The committee shall have authorization to screen and grant permission to those making application and to invite others where the schedule allows. The committee shall prepare its annual budget request to be presented to the board for approval. This committee shall work closely with the finance committee to help bring in revenues for the corporation. The program committee chair or a committee member designated by the chair shall attend all regular board meetings.

Section 6. Finance Committee-- This committee shall consist of at least three members. Their duties shall be primarily to raise money for HaRAC, Inc. These funds may be used for the operation of The Art Center, its programs and facilities, for retiring debt or any other purpose approved by the board of directors as long as it does not conflict with any other section of these bylaws and as long as it meets the guidelines for a nonprofit corporation. The committee shall assist and support the treasurer in fiscal matters. This committee shall work closely with the program committee. The finance committee shall prepare its annual budget request to be presented to the board for approval.

Section 7. Membership Committee-- This committee shall be charged with developing and implementing programs for increasing membership in HaRAC, Inc. The committee shall consist of 3-5 members. The committee will determine the categories of membership and, with the communication committee, will send all communications for renewing memberships. The committee shall prepare its annual budget request to be presented to the board for approval.

Section 8. Docent Committee – This committee shall consist of at least three members. It shall be charged with recruiting, training, and supervising volunteer docents for The Art Center. The committee shall prepare its annual budget request to be presented to the board for approval.

Section 9. Hospitality Committee – This committee shall consist of at least three members. It shall be charged with recruiting volunteers and managing and supervising volunteer activities in the arts center, except those described in Article IX, Section 8, above. These activities include but are not limited to volunteers to prepare for and host artist receptions at The Art Center. The committee will work closely with the program committee. The committee shall prepare its annual budget request to be presented to the board for approval.

Section 10. Communication Committee – This committee shall consist of at least three members. The committee shall publicize and promote The Art Center and its programs. Its members shall assist the board and other committees in preparing correspondence and transmitting information to the membership and community. The committee shall prepare its annual budget request to be presented to the board for approval.

Section 11. Other committees may be appointed and their duties given as the need arises.

Article X Miscellaneous

Section 1. HaRAC, Inc. shall be non-partisan and nonsectarian, and shall not discriminate by reason of race, creed, age, sexual orientation, or gender.

Section 2. This constitution and/or its by-laws shall be amended only at the annual meeting. At such time, a two-thirds majority of voting members present shall be needed to approve any amendment(s). If no amendments are proposed for a period of three (3) years, the president shall appoint a review committee to ensure the bylaws are still serving the corporation as intended.

Amended January 1999

Amended August 2000

Amended August 2012

Amended August 2014

Amended August 2015