

Proposed Revised ACCV BYLAWS 2019 (Approved by ACCV Board, 6/9/2021)

The Bylaws of ACCV are hereby amended and fully restated to provide as follows, and supersede and replace all existing Bylaws of the organization:

ARTICLE I - NAME

This organization shall be known as the Arts Council of the Conejo Valley (hereafter also referred to as the ACCV).

ARTICLE II - PURPOSE

The purpose of the Arts Council of the Conejo Valley shall be to sponsor and encourage cultural and educational activities in the Conejo Valley and surrounding areas. The Council may sponsor cooperative planning, research, fund raising, and public education programs, administer property, and undertake such other services and programs as are deemed necessary to encourage interest, participation, and excellence in all forms of the creative and performing arts by all people in the area.

ARTICLE III - MEMBERSHIP

Section 1: Eligibility

All nonprofit community organizations directly involved with the creative arts, the performing arts, and the teaching and promotion these arts shall be eligible for membership in the ACCV.

Section 2: Becoming a Member

An eligible community organization shall become a Member of the ACCV by submitting an application containing all organizational information required by the application form and a check for one year's dues to the ACCV Board of Directors, c/o the ACCV Director of Membership. After reviewing the application for membership, the ACCV Board of Directors shall grant membership to all eligible organizations.

Section 3: Responsibilities of Membership

Each Member organization shall designate one voting delegate to serve as a Representative at ACCV Membership Meetings. Each Member organization shall have a Representative attend the ACCV Annual Membership Meeting. Each Member organization shall pay dues as described in Section 5. Each Member organization shall supply membership information as described in Section 6.

Section 4: Rights and Voting Privileges of Membership

Through their Representatives, Members in good standing shall have the power to vote to elect and remove members of the Board of Directors, amend bylaws, amend the ACCV Articles of Incorporation, and to vote on other major affairs of the ACCV, as determined by law, such as merger or consolidation of the ACCV, wind up or dissolution of the ACCV, sale of ACCV assets, or ACCV transactions involving an interested member of the Board of Directors. Each Member in good standing shall be entitled to cast one (1) vote for each decision made at Membership Meetings. In addition to attending the ACCV Annual Membership Meeting and Special Membership

Meetings, Member organization Representatives may also attend ACCV Board of Directors Meetings. Members in good standing shall be entitled to all rights and benefits of membership.

Section 5: Annual Membership Dues

All Members of the ACCV shall pay annual membership dues. The amount of dues shall be approved by the membership at ACCV Annual Membership Meetings. Changes in the amount of dues may be proposed by the Board of Directors at ACCV Annual Membership Meetings for consideration by the membership. Membership dues shall be for a twelve (12) month period and shall be due and payable upon joining the ACCV and every July thereafter. Membership dues not paid within 60 days of their due date shall be considered delinquent.

Section 6: Annual Membership Information

All Member organizations, at the time of their original application for membership in the ACCV and within 60 days when subsequently requested by the ACCV Board of Directors, shall submit a summary of their purpose or bylaws, the names of their governing board (or equivalent) and the name of their Representative to the ACCV.

Section 7: Membership Standings

A Member fulfilling all of the responsibilities of membership described in Section 3 shall be a Member in good standing and shall be entitled to the rights and voting privileges of membership as described in Section 4.

A Member not fulfilling the responsibilities of membership described in Section 3 shall not be a Member in good standing and shall not be eligible to exercise the rights and privileges of membership until the deficiency is corrected. Any Member not in good standing shall be notified of this in writing by the Director of Membership and shall be informed that their membership will automatically terminate if the Member does not fulfill their membership responsibilities within 30 days.

ARTICLE IV – PATRONSHIP

Section 1: Definition

Patrons shall be:

- 1) individuals,
- 2) families,
- 3) community organizations not directly involved with the creative or performing arts, their promotion or teaching.
- 4) businesses or professional organizations.

Patrons are individuals, families, organizations or businesses who wish to be financially supportive of the arts in the greater Conejo Valley. Patrons shall not have the rights and privileges of membership but shall be granted other benefits as deemed appropriate by action of the ACCV Board of Directors or ACCV Membership.

Section 2: Patron Contribution Levels

The Board of Directors shall set minimum levels of annual contribution commitment to qualify as a Patron. Patron contributions shall be for a twelve (12) month period.

ARTICLE V - BOARD OF DIRECTORS & OFFICERS

Section 1: Definition

The Board of Directors shall consist of all ACCV Officers and Directors as described in Section 5.

Section 2: Power

The Board of Directors shall have the power to conduct the business of the ACCV within the framework of established policies and procedures.

Section 3: Reporting

The Board of Directors shall prepare an annual summary of ACCV activity of the past year for presentation at the Annual Membership Meeting as provided in ARTICLE VI. A draft of this report shall be sent to Member organization Representatives for review one month prior to the Annual Membership Meeting.

The Board of Directors shall be responsible for all business and financial reporting to state and federal agencies.

Section 4: Voting Eligibility

Each Director including the Officers, shall be entitled to cast one (1) vote for each decision made at meetings of the Board of Directors. Each Officer shall also be entitled to cast one (1) vote for each decision made at Membership Meetings.

Section 5: Board Member Position Descriptions

Members of the Board of Directors shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the council. The President, Vice President, Secretary and Treasurer are the statutory corporate Officers of ACCV and are ex-officio directors as such. A summary of the duties of each position on the board follows.

President

The President shall preside at all Board of Directors and Membership meetings, call special meetings when necessary and serve as a member of all ACCV committees except the nominating committee. As necessary, the President may appoint Officers, committees and committee chairs as provided in ARTICLE VII and ARTICLE VIII.

Vice President:

In the absence of the ACCV President, it shall be the duty of the ACCV Vice President to perform the duties of the ACCV President. The Vice President shall attend all Board of Directors and Membership meetings and perform other duties at the direction of the ACCV President.

Secretary

The Secretary shall: keep an accurate record of all ACCV Board of Directors and Membership meetings, distribute minutes of Board of Directors meetings to all members of the ACCV Board of Directors not later than two weeks following the meeting, distribute minutes of Membership Meetings to all

Member organization Representatives and members of the Board of Directors not later than one month following a Membership Meeting, oversee maintenance of all ACCV records, and prepare other ACCV Correspondence at the direction of the President or Board of Directors.

Treasurer

The Treasurer Shall: keep an accurate accounting and set of books of the ACCV, oversee receipt and disbursement of all funds with the approval of the ACCV Board of Directors, present monthly financial reports to the Board of Directors, serve on the ACCV Finance Committee, see that an annual financial report is prepared and presented at the Annual Membership Meeting, present the books for annual independent review, oversee the preparation of all documents required by government agencies related to the corporate business of the ACCV, and oversee the procurement of insurance for the ACCV.

Director of Membership

The Director of Membership shall: coordinate activities of the Membership Committee, , keep records of ACCV Member organizations and Patrons, and report on ACCV membership and patron support at Board of Directors and Membership meetings.

Director of Events & Hospitality

The Director of Events and Hospitality shall: coordinate activities of the Events and Hospitality Committee , propose budgets for and report on all of these at Board of Directors and Membership meetings, and coordinate activities of a standing committee responsible for the food and entertainment at receptions and other social occasions sponsored by the ACCV.

Director of Public Relations & Marketing

The Director of Public Relations and Marketing shall: coordinate activities of the Public Relations and Marketing Committee, , be responsible for submitting publicity releases to the news media, oversee publications of the ACCV, developing public relations programs and materials, and report on ACCV public relations activities at Board of Directors and Membership Meetings.

Director of Finance

The Director of Finance shall: coordinate activities of the Finance Committee. This Director shall work closely with the ACCV Treasurer and the ACCV Director of Events and hospitality and shall report on finance related issues at Board of Directors and Membership Meetings. The Director of Finance shall present proposed annual budgets at Board of Directors meetings for Board review and approval.

Director of Electronic Media

The Director of Electronic Media shall: oversee the website, coordinate all ACCV website, social platforms and mass email campaigns, and preserve the history of the ACCV.

Director of Information Services

The Director of Information Services shall: oversee the procurement, installation and maintenance of all computer hardware, software and related equipment for the ACCV.

Director of Exhibitions

The Director of Exhibitions shall: coordinate the Exhibitions Committee.

Director-at-Large

There shall be up to four (4) Directors-at-Large. These directors shall assist the Board of Directors in the performance of its functions and shall work on special projects and committees.

Section 6: Terms of Directors

Directors including Officers shall be elected as described in ARTICLE VII and shall hold their position for a term of two years or until their successors are elected. No Officer or Director shall be eligible to hold the same position for more than two consecutive terms. Directors terms shall be staggered in two classes. At the first election under these restated bylaws, Class A shall be elected for a term of two years and Class B for one year. The terms upon reelection thereafter of both classes shall be two years, with Class A elected in odd years and Class B elected in even years.

The Directors of Class A are:

President
Secretary
Director of Membership
Director of Public Relations & Marketing
Director of Electronic Media
Director of Finance
Two Class A Directors at Large

The Directors of Class B are:

Vice President
Treasurer
Director of Events & Hospitality
Director of Information Services
Director of Exhibitions
Two Class B Directors at Large

Section 7: Board Member Absences

It shall be the duty of each member of the Board of Directors to notify the President in the event that they are unable to attend a regularly scheduled or called meeting. In the event that a board member has three unexcused absences, the position may be considered vacant and the position filled as provided in ARTICLE VII, Section 3.

ARTICLE VI - MEETINGS

Section 1: Board of Directors Meetings

The Board of Directors shall meet monthly and also at the call of the President. A calendar of monthly Board of Directors meetings shall be agreed upon by the newly elected board at its first meeting following the Annual Membership Meeting. This calendar, and notices of any subsequent changes to it, shall be distributed to all Member Organization Representatives. Member Organization Representatives may freely attend and observe any Board of Directors meetings. A Representative or Board member wishing to have a specific item placed on the Board of Directors meeting agenda shall contact the ACCV President at least two weeks prior to the meeting to guarantee a place on the agenda. The ACCV President shall notify all members of the ACCV Board of Directors of upcoming Board of Directors meetings.

Section 2: Annual ACCV Membership Meeting

Member organization Representatives and members of the Board of Directors shall meet annually in June. The Annual Membership Meeting shall review the status of the Arts Council of the Conejo Valley, its performance during the past year, objectives and goals for the coming year, and elect Directors as needed. Other business, as directed by the Board of Directors or the Members, may also be addressed at this meeting. At least one (1) month prior to this meeting, the ACCV Secretary shall notify Member organization Representatives and members of the Board of Directors of the Annual Membership meeting time and place.

Section 3: Special Membership Meetings

Special Membership Meetings shall provide a means of addressing major affairs of the ACCV in a timely manner and may be called by the President or by the request of five (5) Member organizations. At least two (2) weeks prior to a Special Membership Meeting, the Secretary shall notify Member organization Representatives and members of the Board of Directors of the meeting time, place and topic(s).

Section 4: Quorums

Section 4a: Board of Directors Meetings

A quorum shall consist of the next whole number more than 50 % of the ACCV Directors.

Section 4b: Membership Meetings

A quorum shall consist of the next whole number more than 25% of the Representatives of the Member Organizations in good standing; provided that at any meeting where less than one-third of such Member organizations are represented, the only matters which may be voted on are those of which general notice was given when the meeting was noticed to the Members.

ARTICLE VII - NOMINATION, ELECTION & APPOINTMENT OF DIRECTORS

Section 1: Nominations for Directors

Nominations for all Directors, including Officers, shall be submitted as a report to the

Board of Directors by the nominating committee (see ARTICLE VIII, Section 4 for a description of the nominating committee). Additional nominations may also be made by the membership from the floor at the time of the election at the Annual ACCV Membership Meeting.

Section 2: New Directors, including Officers, shall be elected by Member organization Representatives and current ACCV Directors. An at-large Director vacancy on the Board may be filled by the vote of the remaining directors, to complete the current term of the vacated position until the next regular Director election.

Section 3: Officer Vacancies for Unexpired Terms

In the event that the office of President becomes vacant, the Vice President shall assume the office of President and the office of Vice-President shall remain vacant until the next Membership Meeting. In the event of vacancies in the offices of President and Vice President at the same time, the Director of Events & Hospitality shall preside at an emergency election at a special Membership Meeting called for this purpose. If any other office becomes vacant, the President shall fill the vacancy by appointment until such time as a special election can be held by the Board of Directors. Officers elected at special elections shall assume the duties of the office immediately upon election and shall serve until the expiration of the term of the Director whom they are replacing.

Section 4: Installation of Directors

Directors shall be installed at the Annual ACCV Membership Meeting and shall assume their duties at the close of this meeting.

ARTICLE VIII - COMMITTEES

Section 1: Creation of Committees

The President shall have the power to appoint ad-hoc committees and name the chair as needed with the approval of the Board of Directors.

Section 2: Standing Committees

The following shall be standing committees of the ACCV, chaired by their respective Directors:

Membership - a standing committee responsible for ACCV membership and patronship development

Events and Hospitality - a standing committee responsible for organizing, budgeting and staging ACCV events, programs and special activities (including fund-raisers, cultural, educational and social events/programs, etc.)

Public Relations and Marketing - a standing committee responsible for increasing understanding and community awareness of the ACCV and its Member organizations and their activities

Finance - a standing committee responsible for finance and for the development of grants-in-aid and budget preparation

Electronic media – a standing committee responsible for all electronic media content and oversight.

Exhibitions. – a standing committee responsible for all exhibits sponsored by the ACCV.

Section 4: Nominating Committee

The nominating committee shall be charged with developing and delivering a report to the Board of Directors consisting of a nomination slate for new Directors. At a meeting of the Board of Directors not less than two months prior to the Annual ACCV Membership Meeting, the nominating committee shall be selected. Two members of this committee shall be appointed from among members of the Board of Directors by the President. Three members of this committee shall be selected from among the Representatives of the ACCV Member organizations by the Board of Directors. A notice shall be posted to Member organization Representatives prior to selection of the nominating committee requesting volunteers to serve on the nominating committee -- this to identify Representatives interested in serving on the nominating committee. The President shall appoint the chair of this committee.

Section 5: Bylaws Review Committee

The Bylaws shall be reviewed annually by a Bylaws Review Committee to check their currency and to review operational compliance with the Bylaws. The Bylaws Review Committee shall make a report to the Board of Directors of the findings of the review with any recommendations for changes.

ARTICLE IX - PARLIAMENTARY AUTHORITY

Parliamentary Authority shall be governed by Robert's Rules of Order, newly revised.

ARTICLE X - BYLAWS AMENDMENT

Section 1: Posting of a Proposal for a Bylaw Amendment

Proposed amendments to the bylaws shall first be presented in writing as a motion for approval at a Board of Directors meeting. Upon approval of the proposed amendment by a majority vote of the Board of Directors, a written description of the proposed bylaw amendment (including the exact wording of the amendment) shall be mailed or emailed to Representatives of the Member organizations and to members of the Board of Directors at least one month prior to the Membership Meeting at which action on the amendment is to be considered.

Section 2: Ratification of a Bylaws Amendment

After an amendment proposal has been posted as described in section 1, the bylaws may be amended by a two-thirds vote of the Quorum at a Membership Meeting.

Section 3: Effective Date

Bylaw amendments shall be effective immediately upon their ratification.