

**Loudoun Arts Council, Inc.**  
**An Independent Non-Profit Corporation**

**Bylaws**

*(Ratified 10/16/97 — Amended 9/7/00 — Revision Proposed 10/27/16)*

**Article I: Name**

The name of this corporation shall be the Loudoun Arts Council, Inc. (LAC).

**Article II: Purpose**

LAC is a voluntary membership organization which enhances the quality of life in Loudoun County by advocating, assisting, and promoting the arts and individual artists. LAC operates at the interface between and in support of all Loudoun arts organizations, providing information, education, research, and communications to benefit the arts community as a whole.

**Article III: Membership**

Any person who has paid dues in accordance with the current dues schedule approved by the Board of Directors shall be a member of LAC. Any organization that has paid dues shall be treated as a single member, with a single vote.

**Article IV: Meetings**

**Section 1: Annual Meeting**

Each year, the Board of Directors shall convene a meeting of the general membership.

**Section 2: Special Meetings**

Special meetings of the general membership may be called by the President or the Board of Directors or upon the written request of twenty or more LAC members.

**Section 3: Notice**

Notice of all meetings of the general membership shall be published on the LAC website and distributed to the membership at least two weeks prior to the meeting, along with the agenda and descriptions of items upon which action is to be taken.

**Section 4: Voting**

Each member shall be entitled to cast one vote at the annual general membership meeting, and one vote at any specially called membership meeting, including any virtual meeting facilitated by electronic or other means.

At all meetings, business shall be transacted by majority vote. Proxy votes submitted prior to the meeting shall be accepted on specific items included on the agenda distributed with notice of the meeting.

For items published with the meeting notice, any member's failure to attend or to submit a proxy vote will be considered a vote in favor of the action taken by the majority in attendance or represented by proxy vote.

For new items raised at any meeting, action may be taken immediately only when the meeting has in attendance a quorum consisting of general members of the LAC equal to twice the number of then-elected Directors present at the meeting.

Any action taken shall be deemed the action of the full membership.

## **Article V: Bord of Directors**

### **Section 1: Number and Duties**

The Board shall consist of no less than six, nor more than ten, voting Directors. The Board shall set policy and govern the LAC.

The Board may from time to time appoint Advisory board members to serve. Advisory board members may engage in all Board activities and programs, with voice but no vote. The Board may appoint any number of Advisors.

The Board shall be a working board, with Directors and Advisors representing the array of skills, resources, and interests required to execute LAC's mission and governance.

### **Section 2: Requirement**

Directors and Advisors to the Board must be members of LAC in good standing at the time of their election or appointment, and must remain members in good standing to maintain their positions.

### **Section 3: Nomination and Election**

Directors shall be nominated by the Board and elected by the general membership at the annual meeting. Newly elected Directors shall begin their service at the next meeting of the Board.

### **Section 4: Term of Office**

Directors elected at the annual meeting shall serve for a term of two years.

### **Section 5: Vacancies**

Directors may elect individuals from the general membership to fill the unexpired terms of vacancies on the Board as they arise.

## **Section 6: Honorary Members**

Directors may recognize individuals who have contributed significantly to LAC by extending them the title Honorary Member. Nothing further is required of Honorary Members.

## **Section 7: Meetings and Voting**

The new Board shall meet within thirty days of the annual general membership meeting and thereafter at least six times each year.

Two-thirds of the Board, either present or represented by proxy vote, shall constitute a quorum for meetings of the Board.

At all meetings of the Board, business shall be transacted by majority vote. Proxy votes submitted prior to the meeting shall be accepted on specific items included on the agenda distributed with notice of the meeting. Any action taken shall be deemed the action of the full Board.

Robert's Rules of Order shall govern proceedings of all meetings. Summary minutes reflecting the proceedings of the Board shall be provided to Directors within thirty days of each meeting.

## **Article VI: Officers**

### **Section 1: Number and Duties**

There shall be four officers: President, Vice President, Secretary, and Treasurer.

The duties of the officers shall be as follows: The President shall preside over meetings; the Vice President shall serve in the absence of the President; the Secretary shall maintain the official minutes of meetings; and the Treasurer shall maintain financial records; or as prescribed and assigned to them respectively by the Board.

Officers shall assume their duties immediately upon election.

### **Section 2: Nomination and Election**

Candidates for office shall be nominated and elected by the Directors at the Board meeting immediately following the annual general membership meeting.

### **Section 3: Term of Office**

The term of office is two years. Officers may be elected to serve no more than three consecutive two-year terms.

### **Section 4: Vacancies**

Any vacancies among the Officer's positions arising during a term shall be filled by

Executive Committee appointment upon ratification by the Directors at the next regular Board meeting.

## **Article VII: Committees**

### **Section 1: Executive Committee**

The Executive Committee shall consist of the four officers of the LAC. It shall serve as the steering committee, set the agenda for the Board, and, during the intervals between Board meetings, assure Board decisions and urgent business are effectively attended to.

### **Section 2: Standing and Special Committees**

The Executive Committee may create and dissolve standing and special committees as necessary to fulfill the mission of the LAC.

A standing committee will assume responsibilities that are likely to be needed for at least one year.

A special committee will assume responsibilities that are likely to be needed for less than one year. Special committees may be chaired by an elected member of the Board of Directors or by a non-voting Advisory board member.

## **Article VIII: Reports**

### **Section 1: Financial Reports**

The fiscal year shall be the calendar year. Books and accounts of the treasury shall be kept under the direction of the Treasurer and shall be available for inspection by Directors with at least one week's notice. They shall be reviewed annually by a certified public accountant appointed by the Board. The Treasurer shall provide a current financial report at each meeting of the Board.

### **Section 2: Annual Report**

At the annual general membership meeting, the President shall review and evaluate LAC's efforts in the preceding year in achieving the goals articulated in its strategic plan, and overview of LAC's finances, and LAC's goals for the coming year. The President will update the Board on this progress each quarter.

## **Article IX: Gifts**

The Board may accept on behalf of LAC any contribution for the general purposes in accord with the provisions of Section 501(c)(3) of the Internal Revenue Service code. The Board shall review each special purpose gift on a case-by-case basis.

## **Article X: Conflict of Interest**

Directors shall serve without compensation. Directors may be reimbursed for out-of-pocket expenses paid on behalf of LAC and approved by the Board.

Directors shall not receive payments through or from LAC for the sale of goods or services unless they are performing or exhibiting at events sponsored by LAC that are open to members and others who are not Directors, nor for technical support or other professional services unless those opportunities are also open to members and others who are not Directors.

Directors who are connected with an organization that receives financial support (grants, contracts) from LAC shall not vote on matters affecting that organization.

## **Article XI: Amendment Procedure**

These Bylaws and the Articles of Incorporation of the LAC may be amended by two-thirds vote of the LAC membership. Notice of any proposed amendments shall be published on the LAC website and distributed to the general membership with a two-week period for response. Any member's failure to respond will be considered a vote in favor of the proposed amendments.