

## Article I

Name

1.1 The name of this organization shall be Burlington City Arts, a municipal not-for-profit in Burlington, Vermont with offices in the Firehouse Center for the Arts and other locations as the Board of Directors may designate.

## Article II

Membership

2.1 Any person with an interest in furthering the development of the arts in Burlington, Vermont, may, upon proper appointment, serve as a member of the organization.

## Article III

Meetings

3.1 Annual Meeting. There shall be an Annual Meeting of the Board of Directors during September of each year or at such date, time and place, as the Board of Directors shall designate.

3.2 Regular Meetings. In addition to the Annual Meeting, the Board shall hold no fewer than three (3) regular meetings per year.

3.3 Special meetings. Special meetings may be called by the President at the request of two (2) or more Directors.

3.4 Notice to Directors. Written or e-mailed notice stating the place, day, and hour of the Annual, regular or Special meeting shall be mailed no less than seven (7) days before such meeting. In the case of a Special Meeting, the purpose or purposes for which the meeting is called shall be specified in the Notice.

3.5 Public Notice. All meetings of the Directors shall be duly noticed as required by State law.

3.6 Minutes. Minutes shall be kept and maintained as required by State law.

3.7 Quorum. The presence in person of one-half of the Directors shall be necessary to constitute a quorum for the transaction of business at all meetings. Except where these By-Laws specify otherwise, a majority vote of a quorum shall determine the action of the Directors. If Directors are unable to be present in person, yet wish to vote on an issue, they may vote by written or e-mailed proxy; or they may participate and vote by conference call as technology allows.

## Article IV

Board of Directors

4.1 General Duties. The Board of Directors shall endeavor to implement the programs and policies of Burlington City Arts. Included in the Board's functions shall be the submission to the Mayor of an annual evaluation of the Executive Director and recommendation of annual budget. The Board may not abandon existing programs without consent of the major.

4.2 Number of Directors. There shall be no fewer than eleven (11) nor more than twenty-one (21) Directors.

4.3 Term of Directors. Each Director shall be elected to serve a three (3) year term and shall be limited to serving three consecutive three (3) year terms. Notwithstanding the foregoing sentence of this Section 4.3, the term of a director who has served three consecutive three (3) year terms may be extended for one (1) additional year upon the majority vote of the Board of Directors voting at any Annual Meeting.

The Board of Directors may take action from time to time to create additional classes of directors, with voting rights or without voting rights, including but not limited to emeritus and honorary.

The Mayor shall appoint Directors upon recommendations by the Board. The Mayor is an ex-officio member of the Board. Directors appointed to fill a vacancy shall serve the unexpired term and shall become eligible for reappointment as specified in this section.

## Article V

### Officers of the Board

5.1 Titles. The officers of the Board must have current Board status and shall consist of the President, Vice-President, Treasurer, and Secretary.

5.2 Election and Term of Office. The Officers of the Board shall be elected at the Annual Meeting, or at such other meeting designated by the Directors, by a majority of the Directors voting. All Officers shall be elected for a one (1) year term.

5.3 Removal. Any Officer may be removed from Office, with or without cause, by a majority vote of the Directors.

5.4 President. The President shall serve as the liaison between the Board, the Mayor and (staff) the City Council. The President shall preside at all meetings of the Directors and shall perform all duties incident to the office of President and such other duties as may be assigned by the Directors from time to time.

5.5 Vice-President. The Vice-President shall perform such duties as may be assigned by the president of Directors. In the absence of the President or in event of his or her death, inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting, shall have the powers of and be subject to all the restrictions upon, the President.

5.6 Immediate Past President. The Immediate Past President shall remain a member of the Board for one (1) year following the ending of that person's presidency.

5.7 Treasurer. The Treasurer shall serve as the liaison between the Board and the City Treasurer and shall perform such duties as may be assigned by the President of the Directors.

5.8 Secretary. The Secretary shall be the custodian of all records, shall oversee the keeping of minutes by a staff member, shall see that notices are duly given, and shall perform such other duties as the President or the Directors assign from time to time.

## Article VI

### Committees

6.1 Committees. The Directors may establish various committees from time to time as they see fit. Membership is to be determined by the committee chair in conjunction with the Director. Committee members need not be members of the Board but the President does need to be. Committees are encouraged to recruit non-board experts in the area reviewed by the committee.

6.2 Executive Committee. The six (6) person Executive Committee consists of the President, the Immediate Past President, the Vice-president, the Treasurer, the Secretary and one other Director elected at-large. Members of the Executive Committee shall serve concurrent with their term as an Officer of the Board except the at-large Director who shall serve on the Executive Committee for one year. During the intervals between meetings of the Board, the Executive Committee shall perform such duties and exercise such powers as may be directed or delegated by the Board of Directors. Vacancies in the Executive Committee shall be filled by the Directors at a regular meeting or at a special meeting called for that purpose. A majority of the executive Committee shall constitute a quorum and a majority of a quorum shall determine the action of the Committee. The Executive Committee shall report its proceedings to the Directors.

## Article VII

### Fiscal Year

7.1 The fiscal year for the organization shall be the same as the fiscal year for the City of Burlington.

## Article VIII

### Books and Records

8.1 The books and records of the organization shall be kept in the offices of Burlington City Arts, in Burlington, Vermont, or at such other place as the Directors might designate. This includes a book of all minutes of the meetings of the Board, a copy of the bylaws and article of incorporation.

## Article IX

### Proxies

9.1 Voting by written proxy received by the Secretary by 10:00 a.m. on the day of any vote shall be allowed for elections of Directors or Officers of the Board, for removal of a Director or Officer, and for amendments to the By-Laws. The allowance of proxy voting does not alter or affect the quorum requirement of Article 3.7.

## Article X

### Amendments to By-Laws

10.1 These By-Laws may be amended, repealed, or added at any Regular, Special or Annual meeting by a majority of the Directors, when and only when notice of that meeting has stated exactly the proposed amendment, repeal or addition.

## Article XII

### Mission Statement

11.1 Burlington City Arts sustains and enhances the artistic life of the Greater Burlington Area. Burlington City Arts implements its mission by:

- \*Offering arts education opportunities;
- \*Serving as the City's cultural planner by making the arts integral to the area's economic and educational development and its urban design;
- \*Fostering partnerships among the arts, education, human service and business communities;
- \*Recognizing and meeting our area's cultural needs through arts programming that is accessible all members of the community;