

The Fredericksburg Center for the Creative Arts
Approved Bylaws
Effective Date: May 15, 2009

The following articles specify the bylaws under which the internal affairs of The Fredericksburg Center for the Creative Arts shall be governed.

Article I: Name, Location, and Legal Status

The name of the organization shall be The Fredericksburg Center for the Creative Arts (FCCA). Its principle office shall be located at 813 Sophia Street, Fredericksburg, Virginia 22401. FCCA is an incorporated 501c3 non-profit organization--tax exempt and eligible to accept tax deductible donations.

Article II: Mission and Purpose

The primary purpose for FCCA's existence shall be to encourage and to promote interest in and study of the arts. This mission shall include, but not be limited to:

- art gallery exhibits and sale of art objects or written materials,
- organization of and/or participation in events that promote art appreciation,
- educational classes and activities that help develop individual art skills or understanding,
- informational activities that keep FCCA members informed of art-related events and opportunities,
- organization and coordination of events that help develop a strong art community within the greater Fredericksburg, VA region, and
- fund raising events that contribute to FCCA's funding needs or funding for art education and related activities.

Article III: Membership

Membership is open to all persons without exception. Persons shall normally become a member by contributing membership dues in an amount established by the Board of Trustees. Individuals or families may also obtain membership by contributing docent service to FCCA as follows. A person who docents four hours per month shall qualify for a no-fee individual membership. A person who contributes six hours of docent service per month shall qualify for a no-fee family membership. The Executive Committee may award up to five (5) complimentary memberships per year to persons who perform special work for FCCA.

Article IV: Board of Trustees

Section 1. The Board of Trustees, hereafter called "the Board" shall be elected by FCCA members during the annual membership meetings. Trustees are charged with the responsibility of: ensuring that FCCA is operated in a manner consistent with

FCCA's purpose per Article II of these bylaws, acting as necessary to guarantee that all FCCA members are treated fairly and equitably; and thoughtfully committing FCCA's resources to achieve maximum benefit. Collectively, the Board shall be responsible for formulating the policies that govern FCCA, its major programs, and its fiscal operations.

Section 2. The Board shall consist of not less than ten (10) nor more than twenty (20) members of FCCA. All trustees elected must be FCCA members at the time of their election or appointment. The number of trustees shall be established from time to time by resolution of the Board, but no reduction in such numbers shall have the effect of shortening the term of any incumbent trustee.

Section 3. The term of a trustee is two (2) years, with approximately half of the trustees coming up for election each year (i.e., staggered terms). No Trustee may serve more than two consecutive full-year terms. Vacancies that occur between annual membership meetings may be temporarily filled by members appointed by the Board to fill the vacancy. This temporary appointment shall expire at the end of the next members' meeting.

The term of a trustee shall extend to the first Board meeting held after the annual membership meeting that elects the new Trustees. Newly elected Trustees shall take up their duties at the first meeting of the Board following the general election. Such a Board meeting shall be convened not later than 30-days following the General Meeting of FCCA Members. Trustees completing their terms of office and who are departing the Board shall be excused from their duties concurrent with the seating of the new Trustees on the Board.

Section 4. Nominations to fill vacancies on the Board of Trustees created by expiring two-year terms or resignations shall be made by a nominating committee designated by the Board. Any member of FCCA may make further nominations to fill such vacancies, provided such nominations are submitted in writing to the chairperson of the Nominating Committee not less than thirty (30) calendar days prior to the meeting at which trustees are to be elected, accompanied by written consent of such nominees to serve if elected.

Section 5. If it is deemed that a Trustee is not performing his or her duties as designated by the Board and/or a conflict of interest becomes apparent, the Executive Committee shall notify said Trustee in writing of the concerns and call for a meeting to take place fourteen (14) calendar days after the date of the letter. A failure to respond to the letter sent will be interpreted as a resignation. If the meeting occurs and the matter cannot be resolved to the satisfaction of the Executive Committee, the Trustee shall be expected to resign. If the Trustee fails to resign, the matter will be referred to the full Board of Trustees for a vote. A majority vote of the Board shall result in the removal from the Board of the Trustee in question.

Section 6. The Board shall act by majority vote. Each Trustee shall have one vote. Fifty-one percent or greater of the total number of serving trustees present shall constitute a quorum. The Board may delegate responsibility to committees of its members to perform specific tasks and to make such decisions on behalf of the Board as may be necessary to execute the tasks delegated.

Article V: Officers

Section 1. The FCCA Board shall elect from its own membership a President, Vice President, Chief Financial Officer (Grants and Donations), Recording Secretary, Treasurer, Curator and such other officers as may be deemed necessary by the Board.

Section 2. The officers shall be responsible for the day-to-day administration of FCCA in accordance with these bylaws and the policies and decisions made by the FCCA Board of Trustees. All designated officers shall have the duties usual to their office.

Article VI: Committees

Section 1. The President shall appoint all committees, with the exception of the Executive and Nominating Committees.

Section 2. The number of committees, number of members of each committee, responsibilities, and authorities shall be determined by the President except where specified herein. FCCA members not serving on the Board may be appointed to committees, but may not serve as the committee chair unless that committee is operating under the guidance of a specifically designated FCCA officer.

Article VII: Executive Committee

Section 1. The Executive Committee shall be comprised of the duly elected officers of the Board of Trustees (to include the main gallery curator) and such other members as elected by the Board.

Section 2. The Executive Committee shall advise and aid in all matters concerning the interest and management of FCCA and, when the Board is not in session, shall have such other powers as may be delegated by the Board. The Executive Committee may not, however, authorize any action that specifically is reserved for resolution by the Board as a whole.

Section 3. The Executive Committee may authorize unanticipated expenditures and emergency repairs up to the limits specified in Article X.

Section 4. Minutes shall be kept of all Executive Committee meetings and reported to the Board. Meetings may be conducted via telephonic conference calls, email, or other electronic means.

Article VIII: Nominating Committee

Section 1. The Executive Committee shall appoint a Nominating Committee of no fewer than three and not more than five Trustees, who shall be responsible for considering and nominating persons to fill vacancies on the board.

Section 2. Names of nominees for election at the annual membership meeting shall be presented to the membership not later than fourteen days before the meeting.

Article IX: Personnel

The president shall have the responsibility for all staff and staff changes. As a volunteer organization, people serving in staff positions do so without compensation. However, in the interest of FCCA's overall operation, it may from time to time become necessary for the president to relieve a person of their staff duties involuntarily. In such circumstances, the action of the president shall be subject to review by the Executive Committee.

Article X: Finance

Section 1. The Board is responsible for FCCA's finances and shall establish policies for the management of all assets, funds on hand, and revenue generating activities necessary to operate FCCA in a fiscally responsible manner.

Section 2. Although the Board is responsible for expenditures, day-to-day operations require others be able to authorize unforeseen moderate expenditures without the delay that approval by the full Board would entail. Therefore, the following persons or committees shall be authorized to expend FCCA funds to the limits stated without prior approval of the Board:

- the treasurer shall be authorized to pay all routine, recurring bills, such as utilities, pest control, insurance, printing, advertising, juror fees, prize awards, and artist reimbursements. He/she shall also reimburse personal for reasonable expenses spent on behalf of FCCA for items such as cleaning, maintenance, and office supplies. Such requests are to be accompanied by the prescribed voucher form. In the event the treasurer is uncertain of the appropriateness of any specific request for reimbursement, he/she shall bring the matter to the attention of the president or the Executive Committee for resolution;**
- the Executive Committee may authorize unforeseen expenditures of up to \$750 per calendar month or expenditures of an urgent or emergency nature that cannot prudently be delayed until the next scheduled Board meeting of up to \$2000.00.**

Section 3. If FCCA's cash balance drops below \$2000, emergency steps shall be taken by the Board to eliminate all unnecessary spending. Consequently, as long as

the cash balance is less than \$2000, all discretionary spending shall be postponed until such time cash levels rise above the \$2000 limit specified.

Section 4. Anyone exceeding their authority in authorizing FCCA expenditures not properly approved may be held personally responsible for payment of such debts if the Board should fail subsequently to approve or authorize the obligation incurred.

Section 5. FCCA's annual financial report shall be audited by a certified public accountant as required by law.

Article XI: Physical Plant

Section 1. The Board shall be responsible for the maintenance, operation, and preservation of the physical plant and other real estate and fixed assets of FCCA.

Section 2. Any additions to or alterations of FCCA's physical plant, except for ordinary maintenance, shall be authorized by the Board.

Section 3. In accordance with the provisions of the deed to FCCA's building, any alteration to the exterior of the structure or change in the exterior appearance must be approved by Historic Fredericksburg Foundation, Inc. (HFFI). As a minimum, a letter shall be sent to HFFI at least 45 days prior to the beginning of such work. If HFFI fails to respond to the letter notification within 45 days, the absence of a response constitutes approval. If HFFI questions the planned changes, work may be delayed longer than 45 days.

Section 4. In the event that two-thirds of the Board votes to sell FCCA's historic property at 813 Sophia Street, Fredericksburg, VA, that proposal must first be ratified by a majority vote of the FCCA members present at a special meeting of FCCA members before the sale can be executed. The proposal to sell must be presented singularly in writing by U.S. Postal Service first-class mail to all FCCA members at least 30-days prior to the scheduled meeting of FCCA members.

Article XII: Amendments

These bylaws may be amended, altered, or repealed by the vote of two-thirds of the membership of the entire Board of Trustees. They shall be read into the minutes at a meeting of the Trustees at least 28 days prior to being adopted. The revisions shall also be submitted in writing to the general membership at least fourteen (14) days prior to being adopted.