

**Friends of Multi Arts Center, Inc.**

**OPERATIONAL PROCEDURES**

**ARTICLE I. NAME**

The name of this organization shall be **Friends of Multi Arts Center, Inc.**

**ARTICLE II. PURPOSE**

The purpose of this charitable organization is to promote and support the Stillwater Multi Arts Center.

**ARTICLE III. MEMBERSHIP CATEGORIES, TERMS AND DUES**

**Section 1.** Membership Categories, terms and dues shall be determined by the Board of Directors (hereinafter referred to as the Board).

Clause A. The term of membership is one calendar year, January to December.

Clause B. General membership dues are set by the Board.

**ARTICLE IV. MEETINGS**

**Section 1.** Biannual meetings of the general membership shall be held twice yearly. The date, time, and location will be determined by the Board. An agenda will be prepared by the presiding officer for each meeting.

**Section 2.** Additional meetings of the general membership may be called by the Board as needed.

**Section 3.** The Board shall meet monthly.

**ARTICLE V. BOARD OF DIRECTORS**

**Section 1.** The Board shall be composed of no more than sixteen (16) board members, including officers.

Clause A. One third (1/3) of the Board shall be elected each year for a term of three (3) years with a limit of two (2) consecutive terms.

Clause B. Board members may be removed from office for failure to fulfill their responsibilities either for missing three (3) consecutive board meetings (unless prior approval of the Board has been granted) or for not carrying out their assignments.

Clause C. To resign, a Board member shall notify the President, who will notify the Board.

Clause D. Vacancies on the Board shall be filled for the remainder of the unexpired term via appointment by the Board.

Clause E. The Board of Directors, at its discretion, may remove any board member by a majority vote of the Board of Directors present at any regular meeting.

**Section 2.** All members of the Board shall be members in good standing of the organization and shall be familiar with the Bylaws and Operational Procedures.

**Section 3.** Seven (7) members of the Board including at least three officers shall constitute a quorum.

## **ARTICLE VI. OFFICERS**

**Section 1.** The President shall call and preside at all meetings of the organization and shall have general supervision of the affairs of the organization, defined by the Board members. The President shall be an ex officio member of all committees and Chair of the Human Resources Committee.

**Section 2.** The President-elect shall chair the Promotion and Marketing Committee, serve on the Human Resources Committee, and assume the duties of the President when the President is absent.

**Section 3.** The Past President shall serve as parliamentarian, serve on the Human Resources Committee, and assume the duties of the President in the absence of the President and President Elect.

**Section 4.** The Secretary shall take the minutes of all meetings, keep an accurate record of all business transacted, and handle all necessary correspondence.

**Section 5.** The Treasurer shall be custodian of all moneys and shall deposit them in a banking institution designated by the Board and keep complete organizational accounts. The Treasurer, President, and one (1) other board member designated by the Board shall all be signatories on the checking, savings, and other accounts.

Clause A. The Board may require the Treasurer to be bonded with the cost of bonding being covered by the organization.

Clause B. The Treasurer shall present financial statements at each regular Board meeting and at the general membership meetings.

Clause C. The Treasurer shall disburse money as required. Expenses beyond ordinary budgetary guidelines will be approved by the Board.

Clause D. The Treasurer must ensure that IRS Form 990 is filed annually by the correct date.

Clause E. The financial records shall be reviewed by a Board appointed committee annually.

**Section 6.** Additional officers may be elected by the Board of Directors.

**Section 7.** The Board may assign additional duties and responsibilities of the officers.

## **ARTICLE VII. BOARD MEMBERS**

**Section 1.** Board Members shall attend scheduled Board meetings, assist with general membership of the organization, create and serve on committees, and address and vote on the business and issues of the organization.

## **ARTICLE VIII. ELECTIONS**

**Section 1.** The Board shall appoint a Nominating Committee charged with identifying and confirming candidates for vacant positions on the Board.

**Section 2.** The Nominating Committee will identify Board members willing to serve as officers and present a roster of confirmed candidates to the Board for election prior to the fall general membership meeting.

**Section 3.** Nominations from the floor will be accepted.

**Section 4.** A roster of confirmed board candidates will be presented to the membership at the fall general membership meeting. Election is by a simple majority vote via acclamation or secret ballot. Ties shall be determined by a coin flip.

**Section 5.** Officers and new board members shall assume their duties in January of the following year.

## **ARTICLE IX. COMMITTEES**

**Section 1.** The “executive committee” shall be comprised of the officers of the organization. The executive committee will report to the Board at monthly meetings.

**Section 2.** Standing Committees shall include: Nominating, Public Relations, Fundraising, Membership, Web Site, and Event Planning and Human Resources.

Clause A. The Human Resources committee will have the authority to supervise employees, establish employee policy, and shall bring issues of employee promotion, training, and discipline to the board.

**Section 3.** Ad hoc committees will be created and defined by the Board, as necessary, for carrying out the activities of the organization.

## **ARTICLE X. ELECTIONS OF TAX STATUS**

**Section 1.** The Board of Friends of Multi Arts Center, Inc. may, from time to time, make such elections of tax status under the United States Revenue Code of 1954 and the Oklahoma Tax Code as are appropriate and in the best interests of the Friends of Multi Arts Center, Inc.

## **ARTICLE XI. AMENDMENTS**

**Section 1.** The Operating Procedures shall be annually reviewed by the Board prior to the biannual meeting each fall. The Operating Procedures may be amended at any meeting of the Board by a majority vote.

**Section 2.** Any active member may bring a written proposed amendment to any Board meeting (copies should be provided for each member). Any Board member can present another member’s written proposed amendment to the Board. The option to explain an amendment will be provided at the same meeting. A vote on the proposed amendment will be taken at the following meeting.