

**FRIENDS OF MULTI ARTS CENTER, INC.
OPERATIONAL PROCEDURES**

ARTICLE 1. 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 and its mission:

The Stillwater Multi Arts Center fosters a creative environment to develop, explore, and engage the community in the arts through classes, exhibits, and art experiences.

ARTICLE III. MEMBERSHIP CATEGORIES, TERMS AND DUES

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

SECTION 1.

- A. The term of membership is one year from the date of joining.
- B. General membership dues are set by the Board.

[Comment: Is B needed since it says “dues shall be determined...” in the opening paragraph of this article?]

SECTION 2.

[Tiers/categories of membership and other membership details still to be determined]

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1.

The Board members shall attend scheduled Board meetings, assist with the general needs of the organization, create and serve on committees, and address and vote on the business and the issues of the organization.

SECTION 2.

Board members shall become members of Friends of Multi Arts Center, Inc.

SECTION 3.

The Multi Arts Center's Executive Director is an ex-officio member of the Board

SECTION 4.

The Board of Directors shall be composed of no more than thirteen members and no less than nine members including the officers.

- A. One third of the Board shall be elected each year for a term of three years with a limit of two consecutive terms.
- B. Board members may be removed from office by a majority vote of the Board present at any regular meeting for failure to fulfill their responsibilities:
 1. Having three unexcused absences at Board meetings
 2. For gross violations of the Friends of Multi Arts, Inc. Bylaws
- C. To resign, a Board member shall notify, in writing, the President, who will in turn notify the Board.
- D. Vacancies on the Board shall be filled for the remainder of the unexpired term by appointment by the Board.
- E. The Board, at its discretion, may remove any Board member *for cause* by a majority vote of the Board present at any regular meeting.

SECTION 5. 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 6. A majority of the active Board members, including at least three officers, shall constitute a quorum.

ARTICLE V. BOARD MEETINGS

SECTION 1.

The Board shall meet monthly. The meetings are open to the members of Friends of Multi Arts, Inc. and to the general public. Visitors may attend the meetings and only observe the proceedings. During the last 10 minutes of each Board meeting, the attending visitors may comment or express their concerns. Visitors wishing to be recognized shall be given two minutes speaking time.

SECTION 2.

Executive Sessions are only open to Board members.

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, as defined by the Board members. The President shall be an ex-officio member of all committees and Chair of the Personnel Committee. The President shall have access to the website, all social media sites, and on-line communication tools.

SECTION 2. The President-elect shall serve on the Personnel Committee, and assume the duties of the President when the President is absent. The President-elect must have been on the board for at least one year.

SECTION 3. The Past President shall serve as parliamentarian, serve on the Personnel 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 Board and general membership meetings, keep an accurate record of all business transacted, and handle all necessary correspondence. The Secretary shall have access to the website, all social media sites, and on-line communication tools.

SECTION 5. The Treasurer shall be custodian of all moneys, shall deposit them in a banking institution designated by the Board, and keep complete organizational accounts.

- A. The Board may require the Treasurer to be bonded with the cost of bonding being covered by the organization.
- B. The Treasurer shall present financial statements at each regular Board meeting and at the general membership meetings.
- C. The Treasurer shall disburse money as required. Expenses beyond ordinary budgetary guidelines shall be approved by the Board.
- D. The Treasurer shall ensure that IRS Form 990 is filed annually by the due date.
- E. The financial records shall be reviewed annually by a Board appointed committee.

The Treasurer, President, and one other Board member designated by the Board shall all be signatories on the checking, savings, and other accounts.

SECTION 6. The Board may assign additional duties and responsibilities to the officers.

SECTION 7. Should the President-elect, Secretary, or Treasurer positions become vacant, those offices shall be filled by the end of two future Board meetings.

ARTICLE VII. BOARD ELECTIONS

SECTION 1. The Board shall be charged with identifying and confirming the availability of candidates for vacant positions on the Board.

SECTION 2. A roster of confirmed Board candidates shall be presented to the membership at the fall general membership meeting. Nominations from the floor will be accepted.

Election is by a simple majority vote via acclamation or secret ballot. Ties shall be determined by a coin flip.

SECTION 3. Newly elected Board members will take office in January following their election.

ARTICLE VIII. OFFICER ELECTIONS

SECTION 1. The Board shall identify Board members willing to serve as officers and present a roster of confirmed candidates to the Board in December for election in January.

SECTION 2. Officers shall assume their duties in January immediately following their election.

ARTICLE VIII. COMMITTEES

SECTION 1. Standing committees shall include: Executive, Personnel, Building/Facility, Bylaws, Finance, Fundraising, Gallery, Grants, Membership, Promotions, and Technology.

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

Any committee that met during the month shall present its minutes of the meeting to the Board at the next Board meeting and provide a copy to the Secretary.

SECTION 2. The Executive Committee shall be composed of the officers of the organization. The Executive Committee shall report to the Board at monthly meetings.

SECTION 3. The Personnel Committee shall have the authority to supervise employees, establish employee policy, and shall bring issues of employee promotion, training, and discipline to the Board.

Each year the Personnel Committee shall review the Executive Director's performance and shall report it to the Board.

SECTION 4. Each committee must have one Board member on it. Committee chairs shall be appointed by the Board. The Committee Chair shall provide a roster of committee members to the Board by the next Board meeting following appointment.

ARTICLE IX. AMENDMENTS

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

SECTION 2. Any active member may bring a written proposed amendment for the Operating Procedures to any Board member for presentation to the Board. (Copies shall be provided for each member).