

KODIAK BARANOF PRODUCTIONS, INC.
KODIAK ARTS COUNCIL

BY-LAWS

ARTICLE I. NAME

The name of this organization shall be Kodiak Baranof Productions, Inc., henceforth referred to as Kodiak Arts Council.

ARTICLE II. PURPOSE

Section 1. To serve the Kodiak Area Community as a leader and representative in matters that affect the arts.

Section 2. To serve, promote and develop artistic skills within the Kodiak Area.

Section 3. To foster fraternal relations among artists and others interested in artistic endeavors.

Section 4. To increase awareness and participation in the Arts.

ARTICLE III. GOALS

Section 1. To advocate and promote public and private support of the Arts.

Section 2. To provide services to artists, arts organizations, and the community.

Section 3. To define community arts needs and recommend long-range solutions and programs.

ARTICLE IV. MEMBERSHIP

Section 1. Individual:

- a. Any interested person who completes a membership application and pays dues is entitled to membership in the Arts Council.
- b. The Individual Member is entitled to one vote at any meeting of the general membership and may nominate or run for elective office.
- c. The Individual Membership elects the Board of Trustees at the annual Meeting of the Corporation as provided in the Articles of Incorporation.

Section 2. Family Membership:

A Family Membership is entitled to two votes and has the same rights as an Individual Member.

Section 3. Arts Organizations:

Any Arts Organization that supports the purposes of the Kodiak Arts Council shall be eligible for membership upon written request by them, payment of dues if applicable, and approval of the Board of Trustees.

Section 4. Honorary:

An Honorary Member shall be any person nominated and elected by the Board of Trustees who has made an important contribution to the Arts.

Section 5. Dues:

Dues will be determined by the Board of Trustees from time to time as it may deem necessary.

Section 6. Membership Termination:

Membership in the Kodiak Arts Council shall be terminated by resignation or non-payment of dues.

ARTICLE V. TRUSTEES:

Section 1. Structure:

The Board of Trustees shall consist of twelve (12) voting members elected by and from the individual membership at the annual meeting.

Section 2. Elections:

Trustees shall be elected from a slate of candidates submitted by a nominating Committee appointed by the President and/or from nominations made by the general membership from the floor at the annual meeting.

Section 3. Term:

All members of the Board of Trustees shall be elected to three (3) year terms.

Section 4. Interim Vacancies:

If an elected Trustee is unable to serve a full term, the President shall appoint a member to serve until the next election. This appointment must be approved by two-thirds of the Trustees. The vacancy shall be filled by ballot at the time of the next annual meeting and the person shall serve the remainder of the unexpired term.

Section 5. Removal of Trustees:

If any Trustee is absent for three consecutive Board Meetings, that position automatically comes into question and may be declared vacant by a majority vote of the Trustees.

Section 6. Duties:

- a. To act as the policy-making body of the Council.
- b. To approve the Policy Manual under which the Council operates.
- c. To review, at least annually, Council policy and propose changes or additions as deemed necessary.

SECTION VI: OFFICERS:

Section 1. The officers of the Kodiak Arts Council shall be:

- a. The President, who shall preside at all meetings, appoint necessary committees and act as immediate supervisor of staff.
- b. The Vice-President, who shall perform the duties of President in his or her absence.
- c. The Secretary, who shall see that notice is given of all meeting and record all minutes of the same and see that official records are preserved.
- d. The Treasurer, who sees that the Council is fiscally responsible, that all financial records are completely and accurately kept, and that the Board of Trustees is kept fully informed of its financial status. In addition, the treasurer shall be responsible for the payment of all bills approved by the trustees and render interim and year end financial reports as required.

Section 2. Election of Officers:

The Trustees shall elect officers at the first regular meeting following the annual meeting of the general membership.

Section 3. Interim Vacancies:

A vacancy in the office of President shall be filled by the Vice-President. A vacancy in the office of Vice-President shall be filled by special election. Vacancies in the offices of the Secretary or the Treasurer shall be filled through appointment by the President.

Section 4. Length of Service: Officers shall serve until the next annual meeting at which time they no longer hold that office unless re-elected.

Section 5. The Past-President of the Board of Trustees shall serve as the Executive Officer of the Council in the interim between the annual meeting and the election of officers at the next regular Board meeting. The Past-President shall then serve in an advisory capacity on the new Board.

ARTICLE VII. COMMITTEES

Section 1. The Board of Trustees shall have the following standing committees:

- a. Executive Committee:

- i. The Executive Committee shall consist of the President, the Vice-President, Secretary, Treasurer, the Chairperson of the Budget and Planning Committee and any other Board Member the President deems necessary to appoint.
 - ii. In the interval between meetings of the Board, and within the policy of the Council, the Executive Committee is empowered to act for the Board of Trustees and the Council.
 - iii. No policy established by the Executive Committee shall take permanent effect unless ratified at the meeting of the Board of Trustees subsequent to the establishment of said policy.
 - iv. The Executive Committee shall meet when called by the President or any two of its other members.
- b. Budget and Planning Committee:
- i. The Budget and Planning Committee is responsible for the review and updating of all long range plans put into effect by the Council and for the making of recommendations for their approval or disapproval by the Board.
 - ii. The Budget and Planning Committee monitors on a quarterly basis the annual operating budget of the Council and makes recommendations concerning this budget to the Board.
 - iii. The Budget and Planning Committee reviews all Council programs annually and with the Executive Director, helps to prepare the Council's annual operating budget for approval by the Board.
- c. Fund Development and Special Events Committee:
- i. This Committee shall develop plans for fundraising to meet immediate and long-range needs.
 - ii. This Committee is responsible for involving other general and/or Board members in the fundraising plan.
 - iii. This Committee plans and facilitates special fundraising events.
 - iv. This Committee plans and coordinates receptions and other hospitality function.

Section 2. Special Committees:

- a. The President may appoint special committees from time to time to performs such duties as may be assigned to them. These committees may be made up as Board Members and/or general members.
- b. The charge of every special committee will include a definition of its purpose and nature, its proposed work schedule, reporting requirements, deadlines, and termination date.

ARTICLE VIII: MEETINGS

Section 1. Annual Meetings: There shall be an annual business meeting of the general membership as prescribed in the Articles of Incorporation.

Section 2. The agenda of the annual meeting shall include Presidential comments; oral and written annual reports from the Treasurer, all standing committees, member organizations and the Executive Director; election of the Board of Trustees; and artistic entertainment and/or display of product by member individuals and organizations.

Section 3. Regular Meetings of the Board: The Board of Trustees shall meet once a month or as often as necessary to carry out the business of the corporation.

Section 4. The Board of Trustees shall designate the time and place of all meeting.

Section 5. Special Meeting: Special Meetings may be called at any time by the President. Upon request of five (5) members of the Board of Trustees, the President must call a special meeting of the Board.

Section 6. Notice of Meetings: Notice shall be given of all regular or special meetings. The nature of business to be conducted shall be stated for any special meeting. The failure of any Director to receive notice of the annual meeting, or other meetings, shall not invalidate any action which may be taken at such a meeting.

ARTICLE IX: QUORUM

Section 1. Annual Meeting: Ten percent of the Individual Members shall constitute a quorum for the transaction of business.

Section 2. Board Meetings: A quorum of the Board of Trustees shall be seven (7) or more Trustees in attendance at a meeting of the Board.

ARTICLE X: CORPORATION RECORDS

All corporate books and records shall remain in the Council Office. If Council does not maintain an office, they shall remain at the home of the Secretary.

ARTICLE XI: CHECK SIGNATORIES

Two (2) authorized signatories must sign all Council checks. Those authorized are the President, Vice-President, Treasurer, and one other person chosen by the President.

ARTICLE X11: LIABILITY OF MEMBERS

The private property of the members of the Board of Trustees shall be exempt from execution or other liability for the debts of the Council.

ARTICLE X111: PARLIAMENTARY AUTHORITY

Robert's Rules of Order in the latest edition shall govern all meetings of the Council whenever applicable.

ARTICLE XIV: FISCAL YEAR

The fiscal year of the Council shall be July 1 through June 30

ARTICLE XV: DISSOLUTION

Any assets that the Kodiak Arts Council shall have at the time of its dissolution shall be distributed to an organization or local governmental agency with the finding stipulation that they be used by organizations with like goals as those of the Arts Council and which are exempt from Federal Income tax under Section 501 (c) (3) of the Code at the time of dissolution.

ARTICLE XVI: AMENDMENTS

The By-Laws may be amended by mail ballot by a two-thirds vote or at the annual meeting by a two-thirds vote of those present providing written prior notice has been given to the general membership at least fourteen (14) days before the annual meeting.