

Articles of Incorporation

The name of the West Virginia Corporation shall be:

ArtBerkeley, Inc. (ArtBerkeley)

This corporation is organized as:

Non-Profit, Non-Stock

The purposes for which this corporation is formed are as follows:

The purpose of ArtBerkeley is to enhance the Arts Community in Berkeley County, West Virginia and the surrounding region by developing resources for artists of all disciplines, facilitating Arts-related exhibitions and events, encouraging Arts education, and promoting cooperation among all arts organizations in the region.

For Non-Profits Only: Corporation will have members.

There is one class of membership. ArtBerkeley is open to members on payment of dues, and cannot be denied membership on the basis of race, creed, sex, religion, or national origin.

Bylaws of the ArtBerkeley, Inc. (ArtBerkeley)

1. Membership

A. Term of membership is one year, renewable at the annual membership meeting in May. Members may join at any time during the year, but the term shall remain renewable in May.

2. Dues

A. Dues shall be recommended by the Board of Directors and approved by the membership at the fourth regular membership meeting of the fiscal year, normally in February. Membership dues for the next fiscal year shall be paid at or before the annual meeting in May.

B. Dues shall be paid annually and are not refundable.

3. Membership Meetings

A. The annual meeting of the membership shall be held during the month of May, and the other regular meetings of the membership shall be held in February, August, and November.

B. Special membership meetings may be called by the President at any time and for any purpose the Board of Directors may order. Special membership meetings may be called by a petition of 25% of the membership which must be presented to the President. The membership will be advised of the purpose of the special meeting, and no other business may be conducted at the special meeting without unanimous consent of the members who are present at the meeting.

C. The members present shall constitute a quorum for transaction of business at any regular or special membership meeting, provided notification is provided to all members at least 14 days in advance of the meeting, except that 30 days notice shall be given to all members prior to the annual meeting. Meetings must be held at a reasonable time and place.

D. All members in good standing shall have the right to vote at general and special membership meetings.

E. The Board may provide for voting by written mail or proxy ballot.

F. Within thirty days, the minutes of all regular and special membership meetings shall be distributed to the membership

4. Election of the Board of Directors.

A. The ArtBerkeley Board of Directors shall consist of a President, Vice-President, Secretary, Treasurer, and three at-large Directors. Election of the Board of Directors shall be held at the annual meeting of the membership.

B. The terms of the Directors shall be two years. No Director shall serve more than two terms consecutively, but any former Director, who has served for four consecutive years on the Board, shall again be eligible for election to the Board two years after leaving the Board.

C. Vacancies in the Board of Directors shall be filled by special election within 90 days of the occurrence of the vacancy, or at the next General Membership meeting, whichever occurs first.

Board members elected to fill a vacancy shall serve the remainder of the term of the board member whose seat is being filled.

5. Board of Directors Meetings

A. Regular Board Meetings will be held at least quarterly within two weeks prior to the quarterly general membership meetings. The Board of Directors may elect to meet more frequently. The time and place for regular Board of Directors meetings shall be published to the membership at least seven days prior to the meeting.

B. Special meetings of the Board of Directors may be called at any time by the president and two members of the Board of Directors, provided that other Board of Directors members are so advised at least 48 hours in advance and that all Directors are advised of the purpose of the special meeting. No other business may be conducted at the special meeting without unanimous consent of the Board Members who are present at the meeting..

C. A majority of the Board Members shall constitute a quorum for the transaction of business at regular or special meetings of the Board of Directors.

D. Voting at special Board meetings may be done by telephone.

E. The minutes of all regular and special Board of Directors meetings shall be available within thirty days to any member upon request.

F. All regular Board of Directors meetings are open to the public.

G. A member wishing to address the Board of Directors may request a place on the meeting agenda. Any Board member may authorize a General Member to address the Board.

H. The Board of Directors may agree by majority vote to hear a General Member at the current meeting without prior approval.

6. Duties of the Board of Directors

A. The Board of Directors shall govern the organization by broad policies and objectives, formulated and agreed upon by the members as represented by the elected officers and at-large Directors or as may be mandated by a vote of the members at a general membership meeting.

B. The Board of Directors shall take whatever action is necessary to avoid disorder or deadlock, and to make sure that the members are well-represented.

C. The Board of Directors shall ensure the organization's capacity to carry out programs.

D. The Board of Directors shall account to the Members and the Public for the programs and services of the organization and expenditures of its funds.

E. The Board of Directors shall appoint all committees as needed.

7. Officers

A. The president shall perform all duties incident to the office and shall chair all meetings of the ArtBerkeley general membership and Board of Directors. The duty of the chair is to preserve order and decorum during deliberations and to serve the will of the majority of the meeting participants while permitting the minority a reasonable opportunity to be heard.

B. The Vice President shall act in the absence of the president; and shall administer all contracts, programs, and other assigned duties and report the progress thereof to the Board of Directors.

C. The Secretary shall accurately record and present the minutes of all meetings of the Board of Directors and general membership, maintain all records, conduct correspondence, and receive and dispense all mail. On leaving office, all books, papers, and property of ArtBerkeley shall be returned to the Board of Directors.

D. The Treasurer shall maintain auditable records of receipts and disbursements of ArtBerkeley funds. All monies shall be deposited in the ArtBerkeley account. The Treasurer shall present a detailed financial statement to the Board of Directors at each regular meeting.

8. Finances

- A.** All funds shall be deposited in bank advised by the Board of Directors..
- B.** Disbursements shall be approved by the Board of Directors. All checks over \$50.00 must be signed by two of the President, Vice-president, or Treasurer.
- C.** The annual review of finances shall take place within 60 days of the end of the fiscal year. The Board of Directors will appoint two general members to review the Treasurer's accounts.

9. Proceedings

General principles found in Robert's Rules of Order shall define the role of the meeting Chair, determine the Assembly's general standards of conduct, and govern the proceedings of ArtBerkeley. In the event that the Assembly cannot agree on the process to reach consensus, Robert's Rules of Order shall guide the proceedings.

10. Amendments

These bylaws as adopted may be amended at the ArtBerkeley annual meeting by 2/3 vote of the membership voting. A copy of the proposed amendment must be circulated to the membership at least 30 days before a vote can be taken.

11. Financial Structure

- A.** Fiscal year will begin on the 1st day of July end on the 30th day of June.
- B.** The president, treasurer, and budget committee will prepare a budget of anticipated revenues and expenses. This budget will be submitted to the membership for approval before May 1.

12. Compensation of BOD

- A.** No member of the Board will receive any compensation for serving as a Board member.
- B.** Members shall be reimbursed only for expenditures that were verified, proven, and necessary for the business of the organization.
- C.** No expenditure exceeding fifty dollars (\$50.00) shall be made without prior approval of the Board of Directors.