

**BYLAWS
OF
THE WASHINGTON COUNTY ARTS COUNCIL**

Whereas the Washington County Arts Council (“County Arts Council”) was created by Washington County Resolution No. 2007-1177, which was adopted by the Washington County Commission on September 18, 2007. The Washington County Commission further adopted Washington County Resolution No. 2007-1182, on October 16, 2007, whereby the membership of the County Arts Council was defined.

The County Arts Council, as constituted on the 19th day of November, 2007, unanimously adopted the following bylaws:

1. MISSION STATEMENT. To foster, encourage and promote fine art and performing arts in Washington County for the purpose of enriching the lives of its residents.
2. PRINCIPLES TO FULLFILL MISSION. To fulfill this mission the following principles are applied:
 - (a) The County Arts Council shall further the development and public awareness of and participation in the fine and performing arts and to act in an advisory capacity to the Washington County Commission in connection with the artistic and cultural development of the County.
 - (b) The County Arts Council shall focus on the visual arts and render assistance to existing local art groups and artists to strengthen their programs through technical assistance, cooperative planning and promotion.

- (c) The County Arts Council subsequently will extend its scope to all of the arts, including but not limited to music, dance, theatre, crafts, folk and literary art.
- (d) The County Arts Council shall recommend guidelines to the Washington County Commission for the support of the arts and shall assist the Commission in cultural planning and policies.
- (e) The County Arts Council shall render assistance to local schools to improve the quality of arts education at elementary, secondary and college levels.
- (f) The County Arts Council shall support existing arts activities and assess future needs of the County for art activities.
- (g) The County Arts Council shall recommend to the Washington County Commission the need for financial and logistic support when deemed advisable.
- (h) The County Arts Council shall assist and oversee the availability and application for grant monies and the solicitation of matching funds from the community where necessary.
- (i) The County Arts Council shall maintain contact with the state and federal agencies and councils that provide assistance to the arts.

3. COUNTY ARTS COUNCIL: The County Arts Council consists of seventeen (17) members. One member shall be appointed by Washington County, and one member shall be appointed by the Convention & Visitors Bureau (“CVB”). All other members shall be elected

by the current board after receiving a recommendation from the Executive Committee. All members shall be residents of Washington County. All Council Members shall have one (1) vote. Council Members serve as volunteers without compensation. Council members are expected to serve on a work committee and be active in fulfilling the goals of the Council between quarterly meetings.

4. TERM: Council Members shall be appointed by the Washington County Commission. The initial term of office for a Council Member is one (1) year for one-half (1/2) of the Council Members, and two (2) years for the remaining one-half (1/2) of the Council Members. The determination of which Council Members shall serve an initial term of one (1) year shall be determined by drawing lots, or some other method acceptable to the County Arts Council. Thereafter, the term of office for a Council Member is two (2) years. The Council Members appointed by Washington County and the CVB serve at the will of their appointing authority.

5. EXECUTIVE COMMITTEE: There shall be an Executive Committee, consisting of the Chair, Secretary/Treasurer and three (3) Council Members elected by the County Arts Council. The term of each member of the Executive Committee shall be two (2) years. However, commencing in the year 2010, two (2) of the members of the Executive Committee shall serve a one (1) year term, the other three (3) members shall serve two (2) year terms. The determination of which Executive Committee members serve an initial term of one (1) year shall be determined by drawing lots, or some other method acceptable to the County Arts Council. Thereafter, the term of a member of the Executive Committee shall be two (2) years. The Executive Committee shall, among other things, make recommendations to the County Arts

Council. The duties of the Executive Committee shall include: (a) the handling of emergency matters when the Board cannot be convened or the necessary quorum met; (b) the review of the affairs of the County Arts Council and the making of recommendations to the County Arts Council; (c) the handling of ministerial and routine business of the County Arts Council which transpires between County Arts Council meetings; and (d) any other matters delegated to it by the Board. The Executive Committee shall not make any decision unless a majority of its members is present. All recommendations and ministerial matters shall be reported to the County Arts Council as a part of the agenda for the next County Arts Council meeting following such action. The Executive Committee shall meet monthly.

6. EX OFFICIO COUNCIL MEMBERS: Council Members may appoint any number of individuals as ex officio council members (“Ex Officio Council Members”) that the County Arts Council deems advisable or desirable to assist the County Arts Council as a result of the individuals’ experience or expertise. Ex Officio Council Members may assist the County Arts Council in carrying out the purposes of the County Arts Council, or any of the powers granted to the County Arts Council by these bylaws. Ex Officio Council Members may advise the County Arts Council but may not vote.

7. PURPOSE: The purpose of the County Arts Council shall be those provided herein and particularly shall be those purposes necessary to take proper steps to carry out the mission statement set forth in Paragraph 1 herein.

8. POWERS OF THE COUNTY ARTS COUNCIL: The County Arts Council is an advisory council to the Washington County Commission and has no judicial or statutory authority.

9. QUORUM: The County Arts Council shall not make any decision unless a majority of its members is present. For the purpose of determining a quorum, only one (1) Council Member for each municipal legislative body, if more than one (1) Council Member is appointed by the municipal legislative body, shall be counted. In the absence of a quorum, a majority of the Council Members present may adjourn the meeting until a quorum shall be present. The County Arts Council shall be governed by a majority of the votes from the members who are present.

10. MEETING ATTENDANCE BY COUNCIL MEMBERS: County Arts Council Meetings shall be held quarterly. In the event that a Council Member does not attend two (2) County Arts Council Meetings during the Calendar year, unless the meeting(s) were missed because of health and/or an emergency, said Council Member shall be removed from the County Arts Council and replaced.

11. MEETINGS BY TELEPHONE: Council Members may participate in a meeting of the County Arts Council by means of telephonic conference or similar communications equipment by which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting.

12. ACTION WITHOUT A MEETING: In the event the Chair desires a vote of the County Arts Council without calling a meeting, such a vote may be taken by e-mail, telephone or by fax, provided that all authorized Council Members shall be given a reasonable opportunity to vote. A vote without a meeting shall not be valid if a majority quorum of all of the authorized Directors cannot be reached.

13. OFFICERS: The County Arts Council shall have the following officers: Chair, Vice Chair, Secretary and Treasurer. Any one person may hold any two or more such offices, except that the Chair may not also be the Secretary or Treasurer

14. ELECTION, TERM OF OFFICE, AND QUALIFICATIONS: The officers shall be chosen by the County Arts Council each year, and the officers elected shall begin their office on the following January 1st. The Chair shall hold office for a term of two (2) years. All other officers shall hold office for a term of one (1) year. Each such officer shall hold office until the effective date that a successor has been chosen or qualified, or until the officer's death, resignation, or removal. No person holding two or more offices shall act in or execute any instrument in the capacity of more than one office. All officers shall be and remain Council Members during the term of their respective office, except the Secretary and Treasurer.

15. REMOVAL: Any officer may be removed from office at any regular or special meeting of the County Arts Council, by the vote of a majority of the total number of Council Members, whenever in the County Arts Council's judgment, the best interests of the County Arts Council will be served thereby.

16. VACANCY: If any vacancy shall occur in any office for any reason, or if a new office is created, then such vacancies or newly created offices may be filled by the County Arts Council at any regular or special meeting.

17. CHAIR: The Chair shall have the following powers and duties:

- a. The Chair shall preside at meetings of the County Arts Council.

- b. Subject to the direction of the County Arts Council, the Chair shall have general charge of the business and affairs of the County Arts Council, and shall have general supervision over its officers and agents.
- c. The Chair shall have all powers and perform all duties incident to the office of Chair of the County Arts Council, and shall exercise such other powers and perform such other duties as from time to time may be assigned by the County Arts Council.

18. VICE CHAIR: The Vice Chair shall have such powers and perform such duties as may be from time to time assigned by the County Arts Council or the Chair. At the request or in the absence or disability of the Chair, the Vice Chair may perform all the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair.

19. SECRETARY: The Secretary shall have the following duties and powers:
- a. The Secretary will keep or cause to be kept a record of all meetings, including all minutes or records required by law.
 - b. The Secretary will cause all notices to be given as required by law or these bylaws.
 - c. The Secretary will be the custodian of the records and of the seal of the County Arts Council, and may cause such seal to be affixed to all instruments, the execution of which on behalf of the County Arts Council under its seal may have been duly authorized in accordance with these bylaws, and when so affixed, the Secretary may attest the same.

- d. The Secretary shall see that the books, reports, statements, certificates, and other documents and records of the County Arts Council are properly kept.
 - e. The Secretary shall perform, in general, all duties incident to the office of Secretary and such other duties as are given by these bylaws or from time to time may be assigned by the County Arts Council or the Chair.
20. TREASURER: The Treasurer shall have the following duties:
- a. The County shall receive all monies, issue receipts for monies received, and pay all disbursements that relate to the activities of the County Arts Council. The Treasurer shall keep accurate records of the financial matters related to the County Arts Council and communicate and coordinate said matters with the County.
 - b. The Treasurer shall render to the County Arts Council, whenever requested, a statement of financial condition of the County Arts Council and shall present a financial report to the County Arts Council, if called upon to do so.
 - c. The Treasurer shall cause to be kept correct books of account of all the business and transactions related to the activities of the County Arts Council and exhibit such books to any County Arts Council upon request during normal business hours.
 - d. The Treasurer, under the direction of the County Arts Council, shall cause to be prepared an annual budget for the County Arts Council.

21. MEETINGS: The time, date, and place of the regular meetings of the County Arts Council shall be annually fixed in advance by the County Arts Council. Special meetings of the Board may be called, at such times and places deemed appropriate, by the Chair, or any three (3) Council Members. Reasonable rules of order, as determined by the Chair or any acting chair, shall regulate the conduct of County Arts Council meetings. Meetings are subject to the Utah Open Meetings Act.

22. NOTICE: Public notice of County Arts Council meetings shall be given as required by law. Additionally, notice of all meetings of the County Arts Council shall be given to all Council Members and Ex Officio Council Members, in writing, or by telephone at their home or business at least twenty-four hours before the time of calling such meeting; and provided further that notice of any meeting shall be considered properly given, regardless of time or manner of notice, if the Council Member and/or Ex Officio Council Member who was given notice is present at the meeting.

23. RECORDS: Minutes, books and records of the County Arts Council shall be open to the public. The County Arts Council shall keep regular minutes of all of its meetings, records of all correspondence. Nothing under these bylaws shall be presumed to abrogate the right of an appropriate governing body to remove a Council Member, or appoint a new Council Member.

24. AMENDMENT: These bylaws may be amended at any regularly called meeting of the County Arts Council, provided a majority of the Council Members appointed to the County Arts Council are present, and that the amendments are adopted by a majority vote.

25. APPOINTMENTS: The County Arts Council may prepare and submit to the appropriate governing body a reminder of those Council Members whose term expires on January 1st of the following year.