

BY LAWS AND OPERATING POLICIES FOR THE MEMBERS OF THE FULTON COUNTY ARTS COUNCIL¹

Section 1. Members. The members of the Fulton County Arts Council shall consist of those persons duly appointed by the Fulton County Board of Commissioners in accordance with Fulton County laws, resolutions or ordinances,

Section 2. Term. It shall be the sole province of the Fulton County Board of Commissioners to appoint members of the Fulton County Arts Council. The members of the Arts Council respectfully suggest that the Board of Commissioners consider the attendance record and the level of participation of the respective Commissioner's appointee (s), as reported annually by the Chair and the Executive Director, in considering possible reappointment of Council members. As a matter of policy, it is suggested that no Council member serve more than three (3) additional consecutive terms. It is expected that an appointee to a term of office will serve for the entire two-year term. Further, in the event of resignation, death or incapacity of the appointee, or other vacancy the Commissioner will be free to appoint a successor member to the Fulton County Arts Council.

Section 3. Rights of Members. Each Fulton County Arts Council member shall be entitled to participate and vote in all regular and special meetings of the Council, and shall have such other rights, privileges, obligations, and responsibilities as the Board of Commissioners or the Fulton County Arts Council may prescribe.

Section 4. Representing and Committing the Organization. No Fulton County Arts Council member shall represent himself or herself as representing the position of the Fulton County Arts Council unless formal Council action has identified such a position. No individual Council member, including the Chair, shall commit or bind the Council to a course of action, including programming, or recommending to the Board of Commissioners expending funds unless authorized by the Fulton County Arts Council to do so.

Section 5. Compensation of Members Prohibited. No member of the Fulton County Arts Council shall accept any form of compensation for duties as a member of the Arts Council. No Council member shall be reimbursed for expenses incurred in attending meetings. No Council member shall be reimbursed by the County for expenses incurred in attending Arts Council meetings. The Board of Commissioners or the County Manager may authorize reimbursement to members for expenses relating to travel, training, or organizational business on a case-by-case basis when such reimbursement is deemed appropriate or necessary.

Notwithstanding anything herein to the contrary, it is required that the Fulton County Arts Council members are required to attend selected rehearsals and performances, on a paid or complimentary basis, of education and arts groups receiving or seeking to receive county funds through the Fulton County Arts Council's Contracts for Services program. A Council member may accept a suitable memento or other token presented in connection with official duties

associated with Arts Council business, provided that the item is something other than money and serves as a reminder or token of appreciation of a particular event or special service provided. If the value of the gift is less than (\$250) at the time of its donation, it is unlikely to have a utilitarian or prestige value beyond its value as a reminder of the occasion. A member of the Arts Council always has the right to decline the acceptance of any gift.

Section 6. Council Development The Fulton County Arts Council, with the assistance of staff, shall establish an orientation program for its new members, with a goal that this meeting shall take place within one month of their appointment, which includes, at a minimum, presentation of Fulton County Arts Council policies, plans, and budget, a tour of Fulton County Arts Council facilities, pairing with a mentor (experienced board member) and meetings with staff to explore current programs and services. Each new member of the Council shall be required to attend this orientation program, not to exceed one regular business day.

Section 7. Chair. The Chair of Fulton County Arts Council who is appointed by the majority vote of the Fulton County Board of Commissioners shall preside over regular and special meetings of the Council. The Chair shall be the primary member of the Council reporting to the Board of Commissioners from time to time. The Chair shall give, or cause to be given notice of all meetings of the Council and other notices as necessary or appropriate.

Section 8. Vice Chair. The Vice Chair shall, in the absence of or at the request of the Chair, perform all of the duties and exercise all of the powers of the Chair and shall perform such other duties, as the Council shall request or delegate. The Vice-Chair shall be elected by the majority vote of the Council.

Section 9. Secretary. The Secretary of the Council, with the assistance of the *staff*, shall maintain records of the Council; The Secretary shall keep and authenticate records of the acts and proceedings of all meetings of the Council. The Secretary shall be elected by majority vote of the Council.

Section 10. Place of Meetings. Generally, all regular and business meetings of the Council shall be held within Fulton County, Georgia. In the absence of notice to the contrary, all Council meetings shall be held at the principal offices of the Fulton County Arts Council, Fulton County Department of Arts and Culture.

Section 11. Regular Meetings. The Council shall conduct regular meetings on designated dates and times. The schedule of such regular meetings shall be proposed by the Chair and approved by the Council at the first October meeting of the Council.

Section 12. Special and Emergency Meetings. Special Meetings of the Council may be called (a) by the Chair, or (b) upon the written request of at least three (3) of the members; provided, however, such written request shall be signed and dated by such members and delivered to the Chair of the Council and, further provided, such written request shall set forth the purpose or purposes for which such meeting is to be held. Business transacted at such Special Meetings

shall be restricted to the purpose or purposes stated in the notice.

Section 13. Notice of Meeting. The Council, with the assistance of staff shall give notice stating the date, time and place of each Council Meeting, whether special or regular, not less than ten (10) before the date of the meeting, and such notice shall be in writing unless oral notice is reasonable under the circumstances, and may be communicated in person, by telephone, telegraph, teletype, or other form of wire or wireless communications, or by mail or private carrier, to each Member of record entitled to vote at such meeting, at such address as last appears on the books of the Council. In the case of a Special Meeting, the notice of the meeting must include a description of purpose or purposes for which the meeting is called. An Emergency meeting may be called by the Chair with as much notice as is suitable.

Section 14. Waiver of Notice. Any Member may waive notice of any meeting, whether special or regular, either before, at or after the meeting, and a Member's attendance at a meeting, shall of itself constitute a waiver of notice and waiver of any and all objections to the date, time, place, manner of calling, or consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, except when the Member attends the meeting solely for the purpose of stating such objection or notifies the Chair in writing of such objection before the commencement of the meeting.

Section 15. Quorum. In person attendance at Fulton County Arts Council meetings of fifty (50%) percent of the members entitled to vote constitutes a quorum. It is permissible for committees to meet and conduct business meetings in-person, via telephone, video or other means of wireless communication. Once a member is present for any purpose at a meeting other than solely to object to holding the meeting or transacting business at the meeting, such member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of the meeting unless a new record date is or must be set for that adjourned meeting. If a quorum exists, action on a matter is approved if the votes cast favoring the action exceed the votes cast opposing the action.

Section 16. Proxies. Members shall not be entitled or permitted to vote by proxy at any regular, special or committee meeting of the Council.

Section 17. Voting. Each member having voting rights shall be entitled to one vote on each matter submitted to a vote at a Council Meeting.

Section 18. Action of Council Without a Council Meeting. Any action required to be taken at a meeting of the Council, may be taken without a meeting if written consent and approval, setting forth the action authorized, shall be signed by three-fourths (3/4) of all Members entitled to vote on such action. Such approval and consent filed shall have the same effect as a unanimous vote of the Members of a Special Meeting called for considering the action authorized.

Section 19. Open/Closed Meetings. With the exception of planning and Contracts for Services award meetings, all meetings of the Council shall be open to the public.

Section 20. Appointments to Committees. The Chair shall make appointments to the Council's committees whose membership is established by these By Laws.

Section 21. Committee Rules. Each committee may adopt rules for its own governance so long as such rules are not inconsistent with these By Laws, and applicable State and Local laws and regulations.

Section 22. Charges to the Committees of the Council. Committees of the Council develop recommendations in their respective areas for consideration by the full Council. Every committee shall have an annual work plan.

Section 23. Standing Committees. There is hereby established the following standing committees:

Council-Initiated Committee This committee reviews and recommends action related to the Council-Initiated Programs including:

- a. Audience, Inc.
- b. Hammonds House
- c. National Black Arts Festival
- d. School Arts Program
- e. Overseeing Woodruff Arts Center contract
- f. Collaborations
- g. North/South Funding (Community Development)

Policy Committee This committee reviews and develops policy for the Fulton County Arts Council and the Contracts for Services Program (CFS) including developing policies/procedures for CFS programs evaluation of CFS processes from application through the award recommendation to the Board of Commissioners.

Public Art This committee oversees the FCAC Public Art program including researching and recommending Public Art policy for Fulton County, overseeing selection process of art for public art projects as defined in policy establishing and monitoring the annual public art plan in conjunction with the Public Art Master Plan.

Section 24. Ad Hoc Committees. Upon majority vote of the Council, the Chair may appoint such ad hoc committees to be of limited duration and for specific purposes as deemed necessary or appropriate for the functions designated in the Council's authorization of said ad hoc committee. At the request of any three (3) members of the Fulton County Arts Council, an ad hoc committee may be created. Membership of ad hoc committees need not be limited to Council members.

Section 25. Regular Strategic Planning Required. The Arts Council shall annually review its progress toward fulfillment of the Six-Year Strategic Plan. This plan shall address, at a minimum, overall organizational directions including program, marketing, financial options, and management of development of goals, objectives, and strategies.

Section 26. Role of Committees. Committees and subcommittees of the board shall have only such powers as are delegated to them by the Council and the Board of Commissioners. The Council and its committees shall maintain, or cause to be maintained, minutes of their meetings and actions. These minutes shall be maintained in orderly, sequential fashion and shall be available at the Fulton County Arts Council offices during the regular office hours for public review.

In person attendance at Arts Council meetings is required to be considered present. It is permissible for committees to meet and conduct business meetings in-person, via telephone, video or other means of wireless communication.

Section 27. Minutes. The Fulton County Arts Council and its committees shall maintain, or cause to be maintained, minutes of their meetings and actions. The minutes shall be maintained in orderly, sequential fashion and shall be available at the Fulton County Art Council offices during the regular office hours for public view.

Section 28. Amendments. Except in otherwise provided situations, these Bylaws and Operating Procedures may only be amended as follows:

The amendment is approved by two-thirds of the votes cast or a majority of all members, whichever is less. The Bylaws may be amended at any regular or special meeting called for this purpose. The Secretary shall provide notice of intent to act on a proposed amendment at a meeting which notice shall also include a copy or summary of the amendment; provided, however, that the Secretary shall provide an actual copy of the proposed amendment immediately upon request.

STATEMENT CONCERNING 1st AMENDMENT RIGHTS AND FREEDOM OF EXPRESSION

The Fulton County Arts Council recognizes and appreciates pluralism of our community by affirming diversity within the arts. The Arts Council supports an environment that is conducive to the artistic growth and development of individual artists and non-profit artists and non-profit arts organizations produce art of the highest quality. The Arts Council does not support or condone censorship in any form. The Arts Council does not discriminate against or dictate thematic content in funded projects. However, in keeping with the constitution and the separation of church and state, we do not support projects that are designed to promote or inhibit religious beliefs.

The Fulton county Arts Council awards contracts for services to non-profit arts and cultural organizations and to individual artists in all disciplines. Applications are reviewed by a rotating panel of peers who have significant knowledge in a particular artistic discipline. Awards are made on artistic merit, organizational stability and likelihood of successful completion of the proposed project.

Fulton County works continually to insure equal opportunity in the conduct of all county activities without regard to an individual's race, color, sex, age, national origin, sexual orientation, religion, disability or gender.

(Adopted by the Fulton County Arts Council November 11, 1993)