

## **ARTICLE 1 - NAME, PURPOSE**

- Section 1      The name of the organization shall be the **Amador Schools Arts Foundation**, a fiscal partner of the **Amador Community Foundation**.
- Section 2      The **Amador Schools Arts Foundation** (hereafter known as **ASAF**) was formed by interested members of the community, teachers, and staff of the Amador County Unified School District. The purpose of the organization is to provide support for increasing the funding of visual and performing arts education in the Amador County Unified School District. These members included educators from each of the VAPA disciplines, dance, music, theatre, and visual arts as well as interested members of the community at large. The **Amador Schools Arts Foundation** operates as a fiscal partner under the **Amador Community Foundation**. As such, it is eligible for 501(C)3 recognition. All contributions to the **Amador Schools Arts Foundation** are tax deductible.

## **ARTICLE II - MEMBERSHIP**

- Section 1      Membership on the Board of Directors is open to interested members of the community, who have an interest in promoting visual and performing arts education in the Amador County Unified School District.
- Section 2      Membership to the Board of Directors shall be granted upon a majority vote of the Board. The Board of Directors shall have the right to deny, or terminate, the membership of any member for due cause.
- Section 3      Each voting member of the **ASAF** shall have one vote on all items brought before the Board for consideration.
- Section 4      The Board shall have the authority to establish and define nonvoting categories of membership.

## **ARTICLE III - MEETINGS OF MEMBERS**

- Section 1      Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2 Monthly Meetings. Regular monthly meetings may be called by the Chairperson, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by ten percent of the voting members may call a special meeting.

Section 3 Notice. Notice of each meeting shall be given to each voting member, by email, not less than five days before the meeting. All documents pertaining to the meeting shall be posted on the **ASAF** website at [www.amadorsaf.org](http://www.amadorsaf.org) no later than five days before an announced meeting.

#### **ARTICLE IV - BOARD OF DIRECTORS**

Section 1 Board Role, Size, Composition. The Board is responsible for overall policy and direction of the **ASAF**, and membership responsibility for day-to-day operations to the **ASAF**'s Executive Board and committees. The Board shall have up to fifteen, and no fewer than nine, members. Board members receive no compensation other than reasonable expenses.

Section 2 Meetings. The Board shall meet at least quarterly, at an agreed upon time and place.

Section 3 Board Elections. Up to fifteen Board members shall be elected by the voting of current members of the Board. All efforts are to be made to fill vacancies so that the Board has no less than nine members. All elections shall be by majority vote. In order to assure proper election to the Board, each new member shall be voted on individually by existing members.

Section 4 Executive Board. An Executive Board shall be made up of the following positions:  
Chairperson  
Vice-Chairperson  
Second Vice-Chairperson  
Recording Secretary  
Executive Board Member at Large  
Chief Financial Secretary  
Amador County Unified Schools Liaison Member

4.1 Each member of the Executive board shall have only one vote on any matter brought before it or the Board in general

4.2 The positions of Chief Financial Secretary and Amador County Unified Schools Liaison Member are non-voting memberships to both the Board in general and the Executive Board

Section 5 Election Procedures. At such time that there are vacancies on the Board of Directors, application can be made from interested members of the community. The applications shall be brought to the attention of the full Board membership. Discussions on the relative merits of each applicant shall be discussed at a regular meeting of the Board. At a subsequent meeting, the Board shall vote on membership by majority vote of the Board (See Article IV, Section 3).

Section 6 At-Large Board Members. At-Large Board Members shall attend at least one meeting of the Board in any fiscal year.

Section 7 Terms. All Board members shall serve three-year terms, but are eligible for re-election.

Section 8 Quorum. A quorum shall consist of 5 members of the Board in order for the Board to conduct business.

Section 9 Notice. An official Board meeting requires that each Board member have written notice five days in advance. This notice shall be by email as stated in Article III, Section 3.

Section 10 Officers and Duties. There shall be five officers of the Board consisting of a Chair, a first Vice-Chair, a second Vice-Chair, Recording Secretary, Executive board Member-at-Large, Executive Treasurer, and Amador Unified School District Liaison. The officers shall be elected by the Board at the November Board Meeting after the at-large members are seated. Their duties are as follows:

The **Chair** shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: first Vice-Chair, second Vice-Chair, Secretary and Treasurer.

The **Vice-Chair** will chair committees on special subjects as designated by the board.

The **Recording Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The **Executive Treasurer** shall make a report at each Board meeting. The

Executive Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 11 Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members and member organizations by the Recording Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting.

Section 12 Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Recording Secretary. A Board member may be removed for cause by a three-fourths vote of the remaining directors.

Section 13 Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Recording Secretary to each Board member by email as indicated above.

Section 14 There shall be no dues required of any member of the Board.

## **ARTICLE V - COMMITTEES**

Section 1 The Board may create committees as needed, such as public relations, peer education, trustee education and data collection. There shall be three standing committees - Executive, Personnel and Finance Committees. The Board Chair appoints all committee chairs. Committee chairs must be members of the Board.

Section 2 The five officers serve as the members of the Executive Committee. The Executive Committee shall review the continued relationship of the **ASAF** to the **Amador Community Foundation**. Except for the power to amend the Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3 Finance Committee. The Executive Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or

the Executive Committee. The fiscal year shall be from July 1 to June 30 of the succeeding calendar year. Quarterly reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the Council are public information and shall be made available to the membership, Board members and the public.

#### **ARTICLE VI - DIRECTOR AND STAFF**

Section 1 Executive Treasurer. The Executive Treasurer is the Executive Director, hired by the Amador Community Foundation, and is subject to that Board's authority.

#### **ARTICLE VII - AMENDMENTS**

Section 1 These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary Secretary to be sent out with regular Board announcements.