



Bylaws adopted unanimously by the board of directors on April 8, 2016, and effective immediately.

1. Charter Provisions

- 1.1 **Name:** The name of this Association shall be the Las Vegas Arts Council, a.k.a., LVAC, referred to as the Association, incorporated under the Corporation Laws of the State of New Mexico on February 12, 1976, recognized in August 1977 as exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, and designated by the City of Las Vegas on January 10, 1991 as "the community's publicly mandated agency specifically concerned with the arts and humanities in the city."
- 1.2 **Mission:** The mission of the Las Vegas Arts Council (LVAC) is to aid, encourage, advise and coordinate activities dedicated to the promotion of cultural arts in Las Vegas, New Mexico and surrounding communities.
- 1.3 **Purposes:** The general purposes of the Association are charitable and cultural. More particularly, its purposes are to:
 - 1.3.1 Enhance the quality of arts in the region by promoting the highest standards in visual, performing, educational and literary arts;
 - 1.3.2 Produce and/or coordinate a variety of arts-related events as a public service to Las Vegas and surrounding communities;
 - 1.3.3 Advocate for local and regional artists, galleries and arts related businesses, etc. through selective activities, events and programs;
 - 1.3.4 Serve as Non-Profit Fiscal Sponsor with a written agreement for interested local arts-oriented individuals, groups, and organizations;
 - 1.3.5 Network for resource-sharing with artists, businesses, and community organizations

2. Prohibited Activities

- 2.1. No funds of the Association or its sponsored organizations shall be used to participate in any political campaign on behalf of any candidate for public office.
- 2.2. No funded indebtedness nor credit cards shall be contracted on behalf of the Association or its sponsored organizations.

3. General Membership

- 3.1 **Eligibility:** There are no restrictions on membership in the LVAC other than membership fee.
- 3.2 **Levels:** Membership fees shall be determined by the Board and reviewed annually.
- 3.3 **Membership Year:** The membership year shall be 12 months from the date of receipt of payment.

4. **Officers and Directors**

- 4.1 Executive Committee** consists of the officers presiding over the operation of the LVAC. These are President, Vice-President, Secretary and Treasurer, elected by the **Board**.
- 4.2 Officers** will preside on the board for a one-year term of office, and they may succeed themselves if elected.
- 4.3 Authority:** Between meetings of the Board, the Executive Committee shall exercise the authority of the Board in the management of the Association and shall be responsible to the Board and the membership for its actions. In addition, the Executive Committee will report all actions taken by it to the Board at its next meeting for the record.
- 4.4 Meetings:** The Executive Committee shall meet at such times and places as the President shall determine. Reasonable notice shall be given of the time and place of any meeting.
- 4.5 Duties of Officers:** The officer's duties shall be specifically defined by the Board of Directors, but shall generally include the following:
- 4.5.1** The President shall preside at all meetings of the Board of Directors and exercise general supervisory authority over the affairs of the LVAC.
 - 4.5.2** The Vice-President shall, in the absence of the President, perform the President's regular duties.
 - 4.5.3** The Secretary shall record the minutes of meetings and perform duties usually associated with the office.
 - 4.5.4** The Treasurer shall oversee the LVAC books and bank account records and report the current financial condition to the President and the board of Directors at monthly meetings and also provide additional financial information as may be required.
- 4.6 The Board of Directors** of the LVAC shall be comprised of regular officers and up to five (5) Directors-at-Large elected from the membership.
- 4.6.1 Authority:** The affairs of the Association shall be managed by the Board.
 - 4.6.2 Quorum:** A majority of the Board will constitute a quorum.
 - 4.6.3 Vote:** Each member of the Board listed above shall have one (1) vote.
 - 4.6.4 Directors-at-large** shall serve overlapping terms on the Board. Board directors shall be elected to fill three (3) year terms at the meeting designated as the annual meeting according to these Bylaws.
 - 4.6.5 Removal from Office:** A member of the Board of Directors may be removed from office for cause by a two thirds (2/3) vote of the Board. In addition, a Board member will be considered automatically resigned when three (3) consecutive monthly meetings have been missed without prior arrangements having been made.
 - 4.6.7 Position Vacancies:** The President may resign by giving written notice to the Board of Directors. Any other officer may resign by giving written notice to the President.

4.6.8 Vacancy: A vacancy in an elective office may be appointed by the President for the remainder of the term.

5. Meetings

- 5.1 Regular Meetings:** The Board of Directors shall hold regular **monthly** scheduled meetings at a date and time designated by the Board of Directors. Rules for a quorum shall comply with Section 4.6.2 above.
- 5.2 Meetings by Electronic Media:** Members of the Board of Directors may hold a meeting of that Board by means of electronic media. Rules for a quorum shall comply with Section 4.6.2 above. Decisions should be included for the record in meeting minutes.
- 5.3 Open Meetings:** All meetings are open, except for meetings to deal with personnel issues, which shall be closed as Executive Sessions.
- 5.4 Minutes:** Minutes of all meetings shall be posted online and otherwise available in the office.
- 5.5 Committees:** Shall meet as directed by the Board.

6. Elections

- 6.1 Election of Officers:** Officers shall be elected annually by a simple majority vote of the Board of Directors present at the meeting designated as the annual meeting from among themselves. Officers may succeed themselves with approval of the Board.
- 6.2 Election of Directors:** Directors shall be elected to three (3) year terms by a simple majority vote of the Board of Directors present at the meeting designated as the annual meeting from the membership. Directors may succeed themselves with approval of the Board.
- 6.3 Annual Meeting:** Must take place in the first quarter of each fiscal year.

7. Contracts

- 7.1** The Executive Committee, subject to approval by the Board of Directors, may enter into any contract or agreement on behalf of the association.
- 7.2** Contracts with an organization or a business in which an officer or director holds a significant interest require a good faith declaration of a conflict of interest, and the vote of the “interested officer” may not be counted in the decision to approve the contract.
- 7.3** Any contract or agreement entered into shall be written for a period of one year and shall be subject to review and modification.
- 7.4** Any contract or agreement shall include at least all of the following
 - 7.4.1** Specific duties
 - 7.4.2** Specific authority granted and constraints on authority
 - 7.4.3** Compensation/how paid
 - 7.4.4** Financial authority/constraints
 - 7.4.5** Termination of contract and notice required.

- 8. Advisory Board** The Board of Directors may choose to create an Advisory Board consisting of community leaders who will counsel the LVAC within their areas of expertise. They will be called upon on an as needed basis.
- 9. Indemnification**
The Board of Directors shall be indemnified by the Association for the expenses of defense from suits actions arising against either the association or themselves by virtue of their connection to the association.
- 10. Dissolution**
Upon dissolution of the Association, whether voluntary or involuntary, the net assets shall be distributed as determined by the Association to one (1) or more organizations exempt from the Federal Income Tax under Internal Revenue Code Section 501 (c) (3) or the corresponding provision of any such future law.
- 11. Rules of Order**
The rules contained in Robert's Rules of Order shall govern the proceedings of the LVAC and the Board of Directors in all cases to which they apply to the extent they do not conflict with these Bylaws.
- 12. Amendments**
The Bylaws of the LVAC may be amended or revised at any time by a two-thirds (2/3) affirmative votes by the Board of Directors.