

ARTS AND HUMANITIES ALLIANCE OF JEFFERSON COUNTY BYLAWS

Article 1. Name

The name of this corporation is the ARTS AND HUMANITIES ALLIANCE OF JEFFERSON COUNTY and will be referred to as AHA! or the ALLIANCE. The Alliance is a non-profit 501(c)(3) organization.

Article II. Address

The Arts & Humanities Alliance is located in Jefferson County, West Virginia. The mailing address may change by a vote of the majority of the board.

Article III. Purpose

The purpose of the ALLIANCE is to promote cultural activities in Jefferson County, WV.

Article IV. Membership

Membership is open to all who have paid a general membership fee, the amount to be determined by the Board of Directors. Dues are payable on an annual basis.

Article V. Government

Section 1. Representation on the Board of Directors will include no more than 15 members, some who may represent Arts & Humanities organizations in Jefferson County and some who have no designated affiliation.

Section 2. The officers, and their duties, are:

President: The President shall preside at all meetings of the ALLIANCE and shall have general supervision of the ALLIANCE, and shall be responsible for committee appointments.

Vice-President: The Vice-President shall, in the absence of the President, perform the duties of the President and any other duties assigned by the President.

Secretary: The Secretary shall keep the minutes of the ALLIANCE meetings, and shall perform other tasks as may be delegated by the President or the Board of Directors.

Treasurer: The Treasurer shall perform all duties connected with the financial matters of the organization, including filing of appropriate documents with the government agencies.

Board Members will advise and assist the President and other board members in carrying out their responsibilities and provide leadership and direction to the ALLIANCE.

Section 3. Election of Officers

Election of the President, Vice-President, Secretary, and Treasurer will be accomplished by a simple majority vote of the Board of Directors. The election will take place at the annual Board meeting, which follows the Annual Membership Meeting. Each officer will serve for a period of one year commencing the first day of the month following election.

Persons serving as President shall be limited to no more than two consecutive years.

Section 4. Board of Directors

The board members will serve for a period of three years with one-third of members being elected each year.

Election will be by a simple majority of the general membership present at the Annual Membership Meeting.

All nominations for candidates for the Board of Directors shall be made in writing and submitted to the existing Board of Directors at least 30 days prior to the Annual Meeting of the general membership. Nominations shall include qualifications of the candidate. Such nominations shall be submitted to the general membership in written form with a voting form that shall be submitted to a committee of the Board of Directors for final tally.

Article VI. Meetings

Section 1. General meetings

General meetings will be held at the time and place designated by the Board of Directors. For any ALLIANCE business requiring a vote, a simple majority of members present will constitute a quorum.

Section 2. Annual meeting

During the last month of each fiscal year, a general membership meeting will be held for the purpose of electing members to the Board of Directors. Following the general meeting, the Nominating Committee will announce the results of the election to serve on the Board of Directors.

Section 3. Election of Officers

A meeting of the newly elected Board shall be held within 30 days of the Annual Meeting. At this meeting, the Board shall elect the officers for the next fiscal year. The newly elected President then, or soon after, shall appoint the standing committee chairs.

Article VII. Fiscal Year

The fiscal year of the ALLIANCE will coincide with the fiscal year of the West Virginia Arts Commission, and the West Virginia Humanities Council.

Article VIII. Committees

Section 1. Committee appointment

The President, with the approval of the Board of Directors, may appoint any committee deemed necessary, whether standing or temporary. The President may also dissolve such committees when their work is done. The Board of Directors may designate a chair for specific projects and these chairs may be selected from either members or non-members of the ALLIANCE committees.

Section 2. Nominating Committee

The President shall appoint a Nominating Committee consisting of 3 members of the Board. This committee shall prepare a list of suitable nominees to the Board of Directors. The nominees

shall be presented at the annual meeting. The Board may elect members to fill unexpired terms at any meeting of the Board during the year.

Article IX. Rules of Order

The rules in "Robert's Rules of Orders" shall govern the conduct of ALLIANCE meetings in all instances to which they apply and are not inconsistent with the bylaws.

Article X. Amendments

The bylaws of this ALLIANCE may be amended or revised by the Board of Directors by the affirmative vote of the majority of the board members. Written notice, with a summary of proposed amendments or revisions, must be given at least fourteen days before the next regularly scheduled meeting of the Board of Directors.

Article XI... Filling of Vacancies

If any member of the Board of Directors resigns, or for any other reason ceases to be a member of the Board, the remaining members of the Board will promptly submit nominations for a replacement member. The nominations must be taken under advisement for a period of two weeks prior to the next monthly meeting. Selection of the new board member will be by majority vote of the board members present. Any Board Member who is absent at 3 consecutive meetings, except for excused absences, may be asked to submit a resignation from the Board. A replacement will be chosen as described in this Article.

Article XII. Financial & Administrative Authority

The Board of Directors of the ALLIANCE has the authority to manage the business, determine the policies and projects of the ALLIANCE, and delegate responsibilities for managing all functions of the corporation. To implement this authority, the Board may execute contracts, collect funds, issue checks (endorsed by the President and/or Treasurer), purchase or sell properties real or personal, and receive or seek loans if necessary. The Board may employ others on a temporary or annual basis according to its needs or desires.

Article XIII... Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization(s) organized and operating exclusively for charitable, educational or cultural purposes as shall at the time qualify as an exempt corporation(s) under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Jefferson County, West Virginia, exclusively for such purposes or to such organization(s) as such Court shall determine, which are organized and operated exclusively for such purposes.

NOTE: CHANGE IN ARTICLES OF INCORPORATION OF THE JEFFERSON COUNTY ARTS COUNCIL, INC. 1991, May 1995, June 19, 2000, June 20, 2009, June 30, 2009

WHEREAS the Jefferson County Arts Council, Inc. was incorporated in September 10, 1975 AND whereas the Officers, Board of Directors and Members unanimously voted to change the name of the corporation and the bylaws of the corporation now, therefore, articles of incorporation to reflect the new name and bylaws of the corporation were submitted.