

## **Greensboro Arts Hub Bylaws**

### **ARTICLE I - NAME AND PURPOSE**

#### **Section 1.1 Name**

The name of the organization shall be "Greensboro Arts Hub" (hereinafter referred to as the "Organization").

#### **Section 1.2 Mission Statement**

Our mission is to cultivate a vibrant, inclusive, and diverse artistic community by activating opportunities for artists through collaboration and innovation, facilitating meaningful connections between artists and the public, and ultimately making visual, performing and literary arts accessible to all while fostering creativity, understanding, and appreciation.

#### **Section 1.3 Purpose and Activities**

The purpose of the Organization is to support and promote the accessibility of visual and performing arts through a wide range of activities, including but not limited to:

- a. Deploying technology in service of our mission.
- b. Organizing and facilitating in-person and virtual events and programs to engage the community and foster appreciation for the arts.
- c. Collaborating with partners throughout the community to develop and implement initiatives that support artists and promote the arts.
- d. Provide financial and other forms of support to artists and arts organizations when possible to further the Organization's mission.
- e. Help artists have agency over their artistic pursuits and to flourish as artists.
- f. Engaging in any other lawful activities that advance the Organization's mission and purpose.

### **ARTICLE II - BOARD OF DIRECTORS**

#### **Section 2.1 Number of Directors**

The Board of Directors shall consist of no fewer than three (3) and no more than thirty-one (31) directors. The exact number of directors shall be fixed from time to time by resolution of the Board.

#### **Section 2.2 Powers and Duties**

The Board of Directors shall have all powers and duties necessary for the administration of the affairs of the Organization, as outlined in these Bylaws and in accordance with the laws of the State of North Carolina. The Board shall be responsible for setting policies, overseeing the Organization's operations, and ensuring that the Organization fulfills its mission.

### Section 2.3 Qualifications

Directors must be committed to the mission and goals of the Organization. They should possess the skills, knowledge, and experience necessary to effectively govern the Organization and contribute to its success. They must be committed to meet the requirements of any Board of Directors Agreement applicable to their term.

### Section 2.4 Initial Board Appointment

The initial Board of Directors shall be appointed by the Organization's founder. The founder shall select individuals who demonstrate a commitment to the organization's mission and possess the necessary skills and expertise to govern the organization effectively. The initial Board and all future Board Directors should commit the requisite service and/or financial resources to ensure the proper functioning of the Organization.

### Section 2.5 Terms of Office

The Organization's founder shall assign initial terms to the Board of Directors, with expiration dates coinciding with the organization's annual meeting. The founder may designate one-third (1/3) of the directors to serve until the first annual meeting following their appointment, one-third (1/3) to serve until the second annual meeting, and one-third (1/3) to serve until the third annual meeting. If the number of directors is not divisible by three, the initial term groups shall be distributed as evenly as possible, ensuring that no more than one-third (1/3) of the directors' terms expire in any given year. Subsequent terms for all directors shall be three (3) years, with expiration dates coinciding with the annual meeting.

The assignment of initial term lengths shall be determined by mutual agreement among the Founder and Directors or, if necessary, by random drawing.

Directors initially appointed to an initial staggered term of less than 3 years, upon written notification to the Board no later than ninety (90) days before their initial term is to expire, shall have their term automatically renewed for a full term of three (3) years. Such automatic renewal may be denied by a vote of two-thirds (2/3) of the Board.

## Section 2.6 Vacancies and Term Expiration

### a. Vacancies:

In the event of a vacancy on the Board of Directors due to the resignation, removal, or incapacity of a director before the expiration of their term, the Board shall appoint a successor to fill the unexpired portion of the term. The appointment shall be made by a majority vote of the remaining directors at a regular or special meeting of the Board. The appointed director shall serve until the next annual meeting, at which time they may be eligible for election to a full term.

### b. Term Expiration:

At the expiration of a director's term, the Board shall elect a new director or re-elect the current director. The election shall take place at the annual meeting of the Board of Directors.

The Board shall be responsible for identifying and nominating qualified candidates for election to the Board. The Board may delegate this responsibility to a designated committee which shall present a slate of nominees to the Board for consideration. In the absence of such a committee, the Board shall directly manage the nomination process. The slate of nominees shall be presented to the Board at least thirty (30) days prior to the annual meeting.

Directors shall be elected by a majority vote of the Board members present at the annual meeting, provided a quorum is present. Each director shall hold office until their successor is duly elected and qualified, or until their earlier resignation, removal from office, or death.

## Section 2.7 Removal and Vacancies

### a. Removal:

A director may be removed from office for cause by a two-thirds (2/3) vote of the Board of Directors at a regular or special meeting, provided that the director is given written notice of the proposed removal at least fifteen (15) days prior to the meeting and is afforded an opportunity to be heard at the meeting.

Cause for removal may include, but is not limited to:

1. Violation of these bylaws or any policies adopted by the Board;
2. Engaging in conduct that is detrimental to the best interests of the Organization;
3. Failure to fulfill the duties and responsibilities of a director; or
4. Unexcused absence from two (2) consecutive Board meetings.

5. Willful misconduct, gross negligence or criminal act.

Expression of dissent or voting against a Board decision shall not constitute cause for removal, provided that the director's actions do not violate the Organization's bylaws, policies, or applicable laws.

b. Vacancies:

Any vacancy occurring on the Board due to removal, resignation, incapacity, or death of a director shall be filled by the affirmative vote of a majority of the remaining directors, as described in Section 3.6(a).

### ARTICLE III - OFFICERS

#### Section 3.1 Officer Positions

The officers of the Organization shall be a Chair, Vice Chair, Secretary, and Treasurer. The Board of Directors may appoint such other officers as it deems necessary to carry out the purposes of the Organization.

#### Section 3.2 Duties and Responsibilities

a. Chair: The Chair shall preside at all meetings of the Board of Directors, oversee the general affairs of the Organization, and perform such other duties as prescribed by the Board.

b. Vice Chair: The Vice Chair shall perform the duties of the Chair in their absence and assist the Chair in overseeing the Organization's affairs.

c. Secretary: The Secretary shall keep accurate minutes of all meetings, maintain the Organization's records, and ensure proper notice of meetings.

d. Treasurer: The Treasurer shall oversee the financial affairs of the Organization, maintain accurate financial records, and present regular financial reports to the Board.

### Section 3.3 Election and Appointment

The officers shall be elected annually by the Board of Directors from among its members. The election shall take place at the first meeting of the Board following the annual appointment or election of directors.

### Section 3.4 Terms of Office

Officers shall serve a term of one (1) year or until their successors are elected. Officers may serve consecutive terms if re-elected by the Board.

### Section 3.5 Removal and Vacancies

#### a. Removal:

Any officer may be removed from their position by a two-thirds (2/3) vote of the Board of Directors at a regular or special meeting, if the Board determines that the officer is not effectively fulfilling the duties and responsibilities of the office.

The Board member or members proposing the removal of an officer shall provide written notice to the Board, including the reasons for the proposed removal, at least five (5) days prior to the meeting. The officer subject to removal shall be promptly notified, if possible, and given an opportunity to respond in writing or in person at the meeting, at the discretion of the Board.

In situations where an officer is unable to perform their duties due to incapacitation, incarceration, or other circumstances that prevent their participation, the Board may vote to remove the officer without the five-day notice requirement and without providing an opportunity for the officer to respond, if the Board determines that such action is necessary for the effective operation of the Organization.

Grounds for removal may include, but are not limited to:

1. Failure to perform the duties and responsibilities of the office effectively;
2. Engaging in conduct that is detrimental to the best interests of the Organization;
3. Violation of these bylaws or any policies adopted by the Board; or
4. Inability to perform the duties of the office due to incapacitation, incarceration, or other circumstances.

Expression of dissent or voting against a Board decision shall not constitute grounds for removal, provided that the officer's actions do not violate the Organization's bylaws, policies, or applicable laws.

Removal from an officer position or an employed position does not automatically remove the individual from the Board of Directors, unless the Board separately takes action to remove the individual as a director pursuant to Section 3.7.

b. Vacancies:

In the event of a vacancy in any office due to removal, resignation, incapacity, or death of an officer, the Board shall elect a successor to fill the unexpired term by a majority vote of the Board members present at a regular or special meeting, provided a quorum is present. The elected successor shall hold office until the next annual meeting, at which time they may be eligible for re-election, subject to the term limits specified in these bylaws.

## ARTICLE IV - COMMITTEES

### Section 4.1 Purpose

The Board of Directors may establish committees to assist in carrying out the mission and goals of the Organization. Committees shall have such authority as delegated by the Board and shall report regularly to the Board on their activities.

### Section 4.2 Establishment and Dissolution

The Board of Directors may establish or dissolve committees by a majority vote. The Board shall define the purpose, duties, and composition of each committee upon its establishment.

### Section 4.3 Types of Committees

The Organization may have two types of committees:

- a. Standing Committees: Permanent committees that focus on ongoing aspects of the Organization's operations.
- b. Ad Hoc Committees: Temporary committees formed to address specific issues or projects as needed.

### Section 4.4 Composition and Appointment

Committee members shall be appointed by the Chair of the Board, subject to the approval of the Board of Directors. Each committee shall have at least one Board member serving on it. The Chair of each committee shall be appointed by the Board Chair from among the committee members.

### Section 4.5 Duties and Responsibilities

Each committee shall have specific duties and responsibilities as assigned by the Board of Directors. Committees shall not have the authority to take official action on behalf of

the Board, but rather shall make recommendations to the Board for consideration and action.

Committees shall maintain records of their meetings and activities and shall report to the Board as required.

## ARTICLE V - MEETINGS

### Section 5.1 Types of Meetings

The Organization shall have the following types of meetings:

- a. Annual Meeting: An annual meeting of the Board of Directors shall be held at a time and place determined by the Board for the purpose of electing directors and officers and transacting other business as may properly come before the meeting.
- b. Regular Meetings: Regular meetings of the Board of Directors shall be held at least quarterly, at such times and places as determined by the Board.
- c. Special Meetings: Special meetings of the Board of Directors may be called by the Chair or by a majority of the Board members, with notice given at least 48 hours in advance.

### Section 5.2 Notice of Meetings

- a. Notice to Directors: Notice of all meetings shall be given to each director by email, telephone, or other electronic means at least seven (7) days before the meeting. The notice shall include the date, time, place, and purpose of the meeting.
- b. Public Notice: Notice of all meetings shall be made available to the public through the Organization's website, social media channels, or other appropriate public forums at least seven (7) days before the meeting. The notice shall include the date, time, and place of the meeting, as well as a general description of the matters to be discussed, subject to any confidentiality requirements.
- c. Executive Sessions: The Board may enter into executive session during a meeting to discuss confidential matters, such as legal issues, personnel matters, or sensitive financial information. Executive sessions shall not be subject to the public notice requirement, and the Board shall provide a general description of the purpose of the executive session in the public notice of the meeting.

### Section 5.3 Quorum

A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present, a majority of the directors present may adjourn the meeting to another time without further notice.

#### Section 5.4 Voting

Each director shall have one vote. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Organization's Articles of Incorporation, or these Bylaws.

#### Section 5.5 Rules of Order

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation, or applicable law.

#### Section 5.6 Meeting Attendance

##### a. Board Meetings:

Meetings of the Board of Directors shall be attended by the directors and any individuals invited by the Chair or a designated officer, as necessary to conduct the business of the Organization effectively.

##### b. Designated Committee Attendance:

The Board may establish designated committees, such as a Community Advisory Committee, that are permitted to attend Board meetings as observers. The composition, duties, and attendance rights of such committees shall be determined by the Board and documented in a separate policy or resolution.

##### c. Invited Individuals:

The Board may invite specific individuals to attend Board meetings as observers when their presence is deemed beneficial to the discussion or decision-making process. Such invitations shall be issued by the Chair, designated officer or by a majority vote of the Board.

##### d. Public Attendance:

The Board may, at its discretion, open specific meetings or portions of meetings to the public for observation or public commentary. The decision to open a meeting to the public shall be made by a majority vote of the Board.

When a meeting or a portion of a meeting is open to the public, the Board may establish reasonable guidelines for public attendance and participation, such as designating a specific area for observers, limiting the number of attendees, or setting time limits for



individual comments. These guidelines shall be communicated to the public along with the notice of the meeting or at the beginning of the meeting, as applicable.

The Board shall have the authority to close the public portion of the meeting at any time by a majority vote if it determines that doing so is necessary to maintain order, protect confidential information, or ensure the effective conduct of the meeting.

e. Executive Sessions:

The Board may enter into executive session during a meeting to discuss confidential matters, as described in Section 6.2(c). Executive sessions shall be closed to the public and to any individuals not specifically invited by the Board to participate.

## ARTICLE VI - CONFLICT OF INTEREST

### Section 6.1 Definition

A conflict of interest arises when a director has a personal or financial interest that may influence their ability to make decisions in the best interest of the Organization. This includes situations where a director or their family member has a financial or personal relationship with an individual or entity that conducts business with the Organization.

### Section 6.2 Disclosure

Directors shall disclose any potential conflicts of interest to the Board of Directors as soon as they become aware of the situation. The disclosure shall include the nature of the conflict and any relevant facts or circumstances.

### Section 6.3 Handling Conflicts of Interest

When a potential conflict of interest arises, the Board shall determine whether the conflict is material and, if so, the following steps shall be taken:

a. Recusal from Discussion: The conflicted Director shall physically remove themselves from the meeting room during any discussion or deliberation related to the matter giving rise to the conflict of interest.

c. Abstention from Voting: The conflicted Director shall not participate in any vote or decision-making related to the matter giving rise to the conflict of interest.

d. Documentation: The minutes of the meeting shall record the disclosure of the conflict of interest, the conflicted Director's recusal from discussion, and their abstention from voting.

e. Evaluation: The Board shall evaluate the conflict of interest and determine whether any additional steps are necessary to mitigate its impact on the Organization, such as requiring the conflicted Director to divest the interest or recuse themselves from future discussions or decisions related to the matter.

The Board may establish a Conflict of Interest Committee to review and address potential conflicts of interest and make recommendations to the Board on how to handle them.

#### Section 6.4 Violations

If a director is found to have violated the conflict of interest policy, the Board may take appropriate disciplinary action, up to and including removal from the Board. The Board shall document any actions taken in response to a violation of the conflict of interest policy.

### ARTICLE VII - INDEMNIFICATION

#### Section 7.1 Commitment to Indemnification

The Organization shall indemnify its directors and officers to the fullest extent permitted by law. This indemnification shall include, but not be limited to, any legal expenses, judgments, fines, or settlements incurred in connection with their service to the Organization.

#### Section 7.2 Scope of Indemnification

Indemnification shall apply to any action taken, or any failure to take action, by a director or officer in their official capacity, so long as they acted in good faith and in a manner they reasonably believed to be in the best interest of the Organization.

#### Section 7.3 Conditions for Indemnification

To be eligible for indemnification, the director or officer must promptly notify the Organization of any legal action or proceeding and cooperate fully with the Organization in the defense or settlement of the matter. The Organization shall have the right to assume the defense of any such action or proceeding.

#### Section 7.4 Limitations on Indemnification

Indemnification shall not apply in cases where a director or officer is found to have engaged in willful misconduct, gross negligence, or criminal acts. The Organization may, at its discretion, provide insurance coverage for such situations.

## ARTICLE VIII - AMENDMENTS

### Section 8.1 Proposing Amendments

Any director may propose amendments to these Bylaws. Proposed amendments shall be submitted in writing to the Secretary at least thirty (30) days before the meeting at which they will be considered.

### Section 8.2 Notice of Proposed Amendments

The Secretary shall provide written notice of the proposed amendments to all directors at least fifteen (15) days before the meeting at which they will be considered. The notice shall include the text of the proposed amendments and a brief explanation of their purpose and effect.

### Section 8.3 Voting on Amendments

Amendments to these Bylaws shall require the approval of a two-thirds (2/3) majority of the directors present at a meeting where a quorum is present. The vote may be conducted in person, by proxy, or by electronic means, as determined by the Board.

### Section 8.4 Effective Date of Amendments

Amendments shall become effective immediately upon their adoption, unless otherwise specified in the amendment itself or by resolution of the Board. The Secretary shall provide public notice of adopted amendments through the Organization's website, social media channels, or other appropriate public forums within fifteen (15) days of their adoption.

## ARTICLE IX - DISSOLUTION

### Section 9.1 Circumstances for Dissolution

The Organization may be dissolved upon the occurrence of any of the following events:

- a. The Board of Directors determines that the Organization is no longer able to fulfill its mission or purpose.
- b. The Organization becomes insolvent or is unable to meet its financial obligations.
- c. The Organization is required to dissolve by law or court order.

### Section 9.2 Initiation and Approval of Dissolution

Dissolution of the Organization may be initiated by a two-thirds (2/3) majority vote of the Board of Directors at a meeting where a quorum is present. The Board shall provide written notice of the proposed dissolution to all directors at least thirty (30) days before the meeting at which the vote will be taken.

### Section 9.3 Voting Requirements

Dissolution of the Organization shall require the approval of a three-fourths (3/4) majority of all directors then in office. The vote may be conducted in person, by proxy, or by electronic means, as determined by the Board.

### Section 9.4 Distribution of Assets

Upon dissolution of the Organization, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Organization, distribute all remaining assets to one or more organizations that are organized and operated exclusively for charitable, educational, or scientific purposes and that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.