

National Assembly of State Arts Agencies

KNOWLEDGE ★ REPRESENTATION ★ COMMUNITY

BYLAWS OF THE NATIONAL ASSEMBLY OF STATE ARTS AGENCIES, INC.

REVISED October 13, 2017

ARTICLE I

Members

1. The sole Members of the corporation shall be the state arts agencies, as defined in the Articles of Incorporation, each such Member to be represented by the Chair and the Executive Director (or the chief executive officer) of each of the constituent agencies. A Member, by action of its governing board, may designate an Acting Chair and/or an Acting Executive Director (or chief executive officer) for purposes of voting for any particular meeting or other voting situation. Each member shall be entitled to one undivided vote.
2. The Members of the Assembly may from time to time establish, alter, and amend such membership fees as are required for the operation of the corporation. Failure to pay membership fees as established shall constitute cause for the Assembly to terminate a Member, upon majority vote of the Assembly.
3. An annual meeting of the Members (the Assembly) shall be held each year at a time and place to be set by the Executive Committee of the Board of Directors. Meetings may be in-person or by means of a telephone or video conference or by any means of communication by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence at the meeting.
4. Special meetings of the Assembly may be called by the Chair or by notice from a majority of the Members.
5. Written or printed notice of the annual meeting or any special meeting stating place, day and hour of the meeting shall be delivered not less than thirty days before the date of the meeting, either personally or by mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at its address as it appears on the records of the corporation, with postage thereon prepaid. Notice may also be given by facsimile, electronic mail, or hand delivery, and will be deemed given when received.
6. Annually, the Assembly shall review the plan of the corporation and present such recommendations to the Board of Directors as it deems appropriate.
7. The Assembly may amend, revise or replace these Bylaws as provided in Article IX thereof.

8. One-half of the Members of the Assembly represented (per Article I, Section 3, above) shall constitute a quorum at a meeting of the Members.

ARTICLE II

Directors

1. There shall be between fifteen and twenty-five voting members of the Board of Directors, as determined by Resolution of the Board.
 - A. One class of voting members of the Board of Directors shall be drawn from the NASAA Membership and shall be elected by the Members at the annual meeting, or if not so elected, at a special meeting from among the authorized state appointed representatives of each Member, for a term of three years. The number of such Member Elected Voting Directors shall be fixed by Resolution of the Board of Directors from time-to-time in its discretion. The Member Elected Voting Directors may be elected for a second three year term, but may not serve more than two consecutive three-year terms with eligibility for additional Board service renewed after a hiatus of one year. Each such Director must be affiliated with a Member at all times during the term of office The resolution of the governing board of a Member Elected Voting Director, or the directive of law or charter of such Director , shall be deemed conclusive as to affiliation or approval.
 - B. Another class of voting members of the Board of Directors shall be At-Large Voting Directors. The Board of Directors may by Resolution authorize a prescribed number of, or no, At-Large Voting Directors as it, in its discretion, deems beneficial to the Corporation. Such individuals shall be elected by majority vote of the Board of Directors and may serve up to three consecutive two-year terms, with eligibility for additional service thereafter, renewed after a hiatus of one year. The At-Large voting members of the Board shall comprise no more than 25% of the voting membership of the Board.
 - C. The President/CEO shall be an ex officio, non-voting member of the Board.
2. A director may resign at any time by giving written notice to the Chair of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chair of the Corporation.
3. Any director may be removed from such office, with or without cause, by a two-thirds vote of the directors at a special meeting of the Board called expressly for that purpose.
4. Vacancies for an unexpired term shall be filled by the majority vote of the Board of Directors.
5. The Board of Directors shall have and exercise the powers of directors of a business corporation for the immediate government and direction of the affairs of the corporation.

6. A quorum shall consist of one half of the voting membership of the board.
7. Regular meetings of the Board may be held at such time and place as shall, from time to time, be determined by consent of a majority of the Members thereof. Special meetings of the Board may be called by or at the request of the Chair or by any five (5) members of the Board. Any or all directors may participate in a meeting of the board of directors, or a committee of the board, by means of a telephone or video conference or by any means of communication by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence at the meeting.
8. The Board of Directors shall have the power to retain a President/CEO and such other officers, employees or agents, as may be necessary in their judgment for the conduct of the business of the corporation, and may delegate such tasks as are appropriate to the President/CEO.

ARTICLE III

Officers

1. The elected officers of this corporation shall consist of a Chair, a First and Second Vice Chair, Secretary and Treasurer—all of whom shall be elected by the directors at the annual meeting of the Board of Directors, excepting the Chair, who shall be elected by the Members at the annual meeting—the immediate past Chair of the corporation according to Section 3, and the President/CEO as an ex officio, non-voting officer. All elected officers are members of the Board with full voting privileges. The officers including the President/CEO in an ex officio, non-voting capacity, shall constitute the Executive Committee, which is delegated the powers of the Board in the interval between meetings of the Board. There may be assistant officers as the Board of Directors may from time to time appoint or authorize the Chair to appoint.
2.
 - A. The Chair shall preside at all meetings of the Members of the Assembly and the Board of Directors. Subject to any directions or instructions given by the Assembly, the Executive Committee or the Board of Directors, the Chair may appoint the members of any committee, authorized by the Assembly or the Board of Directors and designate the Chair of any such committee, with the exception of the Nominating Committee.
 - B. The First or Second Vice Chair, in that order, shall perform the duties of the Chair whenever the Chair or Vice Chair is unable, by reasons of illness, absence or other disability to perform them.
 - C. Secretary. The Secretary shall oversee a process for the keeping of such books, documents, and papers as the Board of Directors may determine. The Secretary is expected to attend and ensure the keeping of the minutes of all meetings of the Members, Board of Directors, and Executive Committee. The Secretary shall, in general, perform all the duties incident to the office of secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to by the Board of Directors.

- D. Treasurer. The Treasurer shall oversee a process for the custody and handling of all funds, property, and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors.
3. The terms of office shall be two (2) years for the Chair and one (1) year for other elected officers, or until their successors are duly elected and qualified. No person shall hold the same elected office more than two (2) consecutive years. The immediate past Chair shall serve one 1-year term.
 4. Vacancies for an unexpired term for Second Vice Chair, Treasurer, and Secretary shall be filled by the Board of Directors.

ARTICLE IV Committees

All standing committees shall be appointed by the Chair subject to the approval of the Board of Directors and expire at the end of the Chair's term. All ad hoc committees shall be appointed by the Chair, and expire no later than the end of the Chair's term in office. The Chair shall be ex officio a member of all committees except the Nominating Committee.

A nominating committee shall be appointed by the Executive Committee subject to the approval of the Board of Directors within approximately 120 days after each annual meeting. It shall be the duty of this committee to nominate candidates for the office of Chair and director positions to be filled at the next annual meeting. Before the election at the annual meeting, additional nominations from the floor shall be permitted.

ARTICLE V Contracts

The Board of Directors, except as in these Bylaws otherwise provided, may authorize the President/CEO to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instance.

ARTICLE VI Fiscal Year

The fiscal year of the corporation shall be as established by the Board of Directors.

ARTICLE VII Indemnification

Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his/her own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses or where appropriate may itself undertake the defense of any director, officer or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors also shall authorize the purchase of insurance on behalf of any director, officer, employee, or other agent and to apply such insurance to the extent applicable, to help protect against liability incurred by him or her which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

ARTICLE VIII

Exempt Activities

Notwithstanding any other provision of these Bylaws, no Member, director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on the behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 509(a) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE IX

Revision of Bylaws

These Bylaws may be amended, revised or repealed by the vote of a majority of the Members at any meeting of the Assembly, so long as such action is not inconsistent with the provisions of the Articles of Incorporation, and, provided that members are notified of any such proposed action at least thirty (30) days prior to the meeting at which such action shall be considered. Between meetings, the Executive Committee may authorize a vote by ballot, the results of which will be ratified by the Assembly at its next meeting.

ARTICLE X

Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Assembly in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Assembly may adopt.