



MOBILE



COUNCIL

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Board Orientation Manual Revised 2024

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A Little Bit of History

Mobile Arts Council's mission is to enrich the quality of life in the Mobile area through increasing accessibility to the arts and promoting a vibrant cultural community.

MAC was established in 1955 by the Junior League of Mobile and received 501(c)(3) status as a not-for-profit organization in 1962. Since its inception, Mobile Arts Council's work has evolved to fit the needs of the community and its members. In its early days MAC was primarily a funding source for the cultural community. As the organization grew and its grantors became more established and self-sufficient this need was no longer as pressing for artists and art organizations in the Mobile Area. Through strategic planning and organizational assessment MAC began to shift its focus from being a grantor to being an advocate and supporter of the arts.

Today, the organization remains a strong informational center for local culture, helping to facilitate numerous events and opportunities for artists from all backgrounds and mediums to show and perform their work and while gaining exposure along the Gulf Coast. MAC coordinates a variety of initiatives and programs that advocate for the arts and culture in Mobile, provides arts education and inspires collaboration amongst the community to create a thriving arts experience for locals and visitors alike.

Board of Directors

The Mobile Arts Council board consists of a minimum of thirteen (13) and a maximum of eighteen (18) Directors-at-large elected as community representatives who are also in good standing as MAC members.

Directors are expected to regularly attend meetings, held seven (7) times a year, pay board dues in the amount of \$240 a year, buy two (2) tickets to each of the major events (The Throwdown and The Artys), and be active in a support role to the MAC staff. More information on responsibilities can be found in the bylaws on page 14.

2024 Executive Committee

President: Kim Sweet
Immediate Past President: Matt Anderson
Vice President: Jenny Klein
Secretary: Katie Vogtner
Treasurer: Harvie Jordan

2024 Directors At-Large

Kalenski Adams
Oliver Dorgan
Darby Ulery
Charlie Kelly
Katie Vogtner
Shonnda Smith

Strategic Planning

The Mobile Arts Council Board assists with creating and executing the strategic plan for the organization. The Board should always consider the strategic plan when reviewing projects of the Council.

The strategic plan should be reviewed by a committee at the end of each year to ensure the organization remains on track with its goals and programming.

MAC Programs and Activities

The Artys: Established in 2004, The Artys (formally Greater Mobile Arts Awards) recognizes significant contributions by individuals, businesses, and organizations to the artistic and cultural life of Mobile.

ArtWalk: Free event held the second Friday of every month. ArtWalk transforms the streets of Downtown Mobile into a family-friendly celebration of arts and culture. MAC showcases their featured artists and an average of 1,500+ individuals visit the gallery during this time.

ArtOpps: E-mail campaign sent out every other week to MAC members that lists opportunities for artists in all disciplines.

ArtStart: Free weekly newsletter listing art and arts related activities (1,290 subscribers).

Art After Hours: Receptions hosted by various businesses and organizations to promote intra-art connections.

Taco Takedown: Spring fundraiser and taco cookoff competition.

Throwdown: MAC's largest fundraiser that brings five to six local artists together to participate in a 90-minute art making throwdown. Each participant creates new works of art from items in individual mystery baskets, as well as materials from a shared supply closet. Once completed the works of art are sold in a live auction at the event.

Exhibition Series: MAC offers community gallery spaces that feature works created by established, emerging, and student artists from the Mobile-area each month. Each year, MAC hosts hundreds of artists in 20+ exhibitions.

Special Event Arts and Crafts Markets: MAC independently produces a special arts and crafts market in conjunction with other downtown events, including SouthSounds Music Festival.

Fiscal Sponsorships: MAC serves as a fiscal sponsor to select member organizations. This allows the member organizations to use the MAC legal and tax-exempt status. MAC enters into these contractual agreements on a case-by-case basis.

Partnerships: MAC partners with a number of community organizations to advance the MAC mission through quality programming. These partners include Strickland Youth Center, City of Mobile Special Events Department, Boys & Girls Clubs of South Alabama, Mobile County Public School System, and many others.

Funding and Grants

Mobile Arts Council is funded in part by the City of Mobile, the Mobile County Commission, the Alabama State Council on the Arts, the National Endowment for the Arts, and endowments from The Community Foundation of South Alabama. MAC also receives support from a variety of generous individuals, businesses, foundations, and corporations in the Mobile area.

Board Governance

Board Roles and Responsibilities

President

The role of the President is primarily to ensure the integrity of the Board's process and secondarily to represent the Board to outside parties. The President is a member of the Executive Committee and ensures that the Board of Directors and its members are aware of and fulfill their governance responsibilities, comply with applicable laws and bylaws, conduct board business effectively and efficiently, and are accountable for their performance. In order to fulfill these responsibilities and subject to the organization's bylaws, the President presides over meetings, proposes policies and practices, sits on various committees, monitors the performance of directors and officers, submits various reports to the Board, to funders, and to other "stakeholders", proposes the creation of committees, appoints members to committees and performs other duties as the need arises and/or as defined in the bylaws.

Vice-President

The Vice-President is a member of the Executive Committee and assumes the President's responsibilities when the President cannot be available.

Treasurer

The treasurer is a member of the Executive Committee and manages the finances of the organization.

Secretary

The Secretary is a member of the Executive Committee and shares responsibilities with the President for communicating with members and the public and for preparing the Board meeting package. The Secretary distributes Board packages, takes minutes and distributes minutes for approval. The Secretary maintains Board records and performs selected operational tasks.

Board Committees

The Board operates as a committee-of-the-whole and designates committees or individuals on an ad-hoc basis to help carry out its governance responsibilities.

Executive/Governance Committee - Executive officers will also assume membership in the Governance Committee

Executive Committee

Type: Standing Board Committee

Composition:

Chair – President

Members - President, Vice President, Treasurer and Secretary. A quorum of the committee shall consist of two Officers.

Committee Purpose

The primary function of the Executive Committee is to assist the Board in successfully fulfilling its oversight responsibilities, through reviewing and making recommendations regarding Governance, Society Bylaws, Board Composition and Board Effectiveness and Performance, and reporting these back to the Board of Directors.

Governance Committee

Composition:

A minimum of 4 and a maximum of 5 voting Board Directors. A quorum of the committee shall consist of three members. In order to maintain independence, the Board Chair may not sit as the Governance Chair.

Responsible to:

Chair reports to the Board

Committee Purpose:

The primary function of the Governance Committee is to assist the Board in successfully fulfilling its oversight responsibilities, through reviewing and making recommendations regarding Governance, Society Bylaws, Board Composition and Board Effectiveness and Performance, and reporting these back to the Board of Directors.

Membership and Volunteer Committee

Composition: Minimum of 4 max of 5 (2-3 Directors & MAC members) Quorum of 3

Responsible to: Reports to the Board via the Chair & liaises with the Executive Committee

Objective: To develop and promote membership in the Mobile Arts Council. To develop and maintain an effective communication plan for MAC.

Fundraising Committee

Composition: Maximum of 4 (four) members: President, Secretary/Treasurer; 1-2 board members or external members with grant writing experience.

Chairperson: A director member appointed by the committee.

Committee Purpose: Responsible for researching fundraising and donor/sponsorship opportunities.

Communication with Board through: The Chair of the Committee

Timeframes and Deadlines: Committee meets as needed and according to the annual work plan and grant calendar.

Relationships to other committees: Shall liaise with other committees as necessary – e.g., Program Committee to build fundraising into event planning

Code of Conduct for Board Directors

The board and its members shall operate in an ethical and businesslike manner. This commitment includes proper use of authority and appropriate decorum when acting on behalf of the Board.

Public Art Committee

Composition: Maximum of 4 (four) members: 2-3 board members or external members with fine arts knowledge.

Chairperson: A director member appointed by the committee.

Committee Purpose: Responsible for researching ideas, scouting locations, fundraising and donor/sponsorship opportunities, and other tasks relating to public art projects.

Arts Advisory Committee

-Charlie,

Composition: 1-2 board members and mostly external non-members with an interest in the arts. No limit set at this time.

Chairperson: A director member appointed by the committee.

Committee Purpose: Responsible for submitting feedback/ideas about our programming in relation to the needs of our arts community so that we can better serve/represent them.

Board Member Commitment Pledge

Directions:

Read this commitment pledge, sign it and return it to the Board President. If you have any questions about the responsibilities you'll be assuming, discuss them with the Board President.

I will exercise the duties and responsibilities of this office with integrity, collegiality and care. I pledge:

1. To establish as a high priority my attendance at all meetings of the board, committees, and task forces on which I serve.
2. To come prepared to discuss the issues and business to be addressed at scheduled meetings, having read the agenda and relevant background material.
3. To work with and respect the opinions of my peers who serve this board, and to leave my personal prejudices out of all board discussions.
4. To always act for the good of the not-for-profit.
5. To represent this not-for-profit in a positive and supportive manner at all times and in all places.
6. To observe the parliamentary procedures and display courteous conduct in all board, committee, and task force meetings.
7. To avoid conflicts of interest between my position as a board member and my personal life. If such a conflict does arise, I will declare that conflict before the board and refrain from voting on matters in which I have conflict.
8. To support in a positive manner all actions taken by the Board of Directors even when I am in a minority position on such actions.
9. To agree to serve on at least one committee or task force, attend all meetings, and participate in the accomplishment of its objectives.

If I chair the board, a committee or a task force, I will:

- Call meetings as necessary until objectives are met
 - Ensure that the agenda and support materials are mailed to members before meetings
 - Conduct the meetings in an orderly, fair, open and efficient manner
 - Make committee progress reports/minutes to the board at its scheduled meetings
10. To participate in:
- The annual strategic planning review
 - Board self-evaluation programs
 - Board development workshops and educational events, which enhance my skills
 - Fundraising and ensure the not-for-profit has adequate funding for its programs

If, for any reason, I find myself unable to carry out the above duties to the best of my abilities, I agree to resign my position as a board member/officer.

Board member's signature _____ **Date** _____

Policy on Director’s Legal Responsibilities and Conflict of Interest

The purpose of the following policy is to prevent the personal interest of board members from interfering with the performance of their duties to the Mobile Arts Council, or from resulting in personal financial, professional, or political gain on the part of such persons at the expense of the Mobile Arts Council or its Members, supporters, and other stakeholders.

POLICIES:

- **Fiduciary Duty:** A Director is a fiduciary, i.e. s/he holds a position of trust and must act honestly, in good faith and in the best interests of the organization. A Director has an obligation of loyalty and a duty to uphold the integrity of the organization.

- **Personal Interests:** A Director must not let personal interests or the interests of some third-party conflict with those of the organization. If a conflict arises, a Director is forbidden from exploiting his/her position and must account to the organization for all profits realized as a result of such conflict.

- **Confidentiality:** A Director is not permitted, either during or after their term of office, to use for their own purpose any confidential information given in their capacity as a Director.

- **Conduct must not be Self-Serving:** A Director must not allow the conduct of their duties to serve personal ends, even though they may honestly believe that their conduct is in the best interests of the organization.

- **Declaration of Interest in a Contract or Arrangements:** A Director who is in any way, directly or indirectly, interested in a contract or arrangement with the organization, must declare their interest at a meeting of the Board. They may not vote in respect to any contract or arrangement in which they have an interest.

- **Full Disclosure:** Directors shall disclose to the Board, prior to engaging in activities which may be perceived as conflict of interest, such as, but not limited to:
 - Having a vested interest in an external business which may provide materials or services to the Arts Council
 - Being offered services or materials as a result of their position with the Arts Council
 - Making use of their position as a Director to solicit services or materials for personal gain
 - Using Arts Council equipment, services or materials for personal gain
 - Pursuing personal gain over the best interests of the Arts Council

Practices:

1. Full disclosure, by notice in writing, shall be made by the affected party to the full Board of Directors in all conflicts of interest, including but not limited to the following:

- If a Director or their organization stands to benefit from an Arts Council transaction, or if a staff member of their organization receives payment from the Arts Council for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and board policy.
- If a Director's organization receives grant funding from the Arts Council.
- If a Director is a member of the governing body of a contributor to the Arts Council.

Board member's signature _____ Date _____

Volunteer Policies and Procedures

The Mobile Arts Council is a registered society and encourages and relies on community involvement, endeavors to involve representatives of the Mobile and area communities as volunteers in various aspects of its programs and events, and fosters the development of skills in its volunteers. Volunteers increase our capacity to fulfill our mission and deliver on our objectives.

1. **Recruitment:** MAC will make ongoing efforts to recruit volunteers who match appropriate organizational needs and ensure representation of experienced community members without regard to gender, disability, age, race, sexual orientation, or other condition.
2. **Screening:** The MAC volunteer selection process will be based on the skills and interest of the volunteer and the current needs of the organization.
3. **Selection and Appointment:** All suitable volunteer applicants will be notified of their selection and informed about all MAC volunteer opportunities where applicable. In determining suitable placement for volunteers, equal attention will be given to the interests and goals of the volunteer and to the requirements of the MAC.
4. **References:** Volunteers may be required, where appropriate, to provide at least one reference upon request. They will be contacted by the MAC Volunteer Coordinator.
5. **Criminal Background Check:** Volunteers may be required, where appropriate, to provide an up-to-date Police Record Check upon request particularly for volunteers working events involving vulnerable persons (i.e. children). This check will need to be carried out before a volunteer begins work.
6. **Job Descriptions:** Volunteers will receive a clear and comprehensive job description at the outset of their placement where applicable.
7. **Scheduling:** All volunteers will be scheduled for shifts where applicable. Volunteers will be given sufficient breaks for shifts over 3 hours and food and beverage will be provided to volunteers for shifts over 6 hours where applicable.
8. **Orientation and Training:** Volunteers will be given proper orientation and training for the role(s) to which they are assigned before beginning to work independently. It is the responsibility of the on-site Event Manager to ensure the orientation and training is carried out.
9. **Supervision:** Volunteers will receive appropriate levels of supervision according to their roles and responsibilities. Every volunteer will have an identified supervisor who will be responsible for consultation, feedback, support, and direction.
10. **Evaluation:** Volunteers will be given regular opportunities to receive and give feedback.
11. **Health and Safety:** MAC will ensure that volunteers are made aware of health and safety procedures and requirements, and will, as far as practicable, provide a safe environment for volunteers.
12. **Resignation:** Volunteers will give the MAC Volunteer Coordinator or on-site Event Manager as much notice as possible of their resignation. MAC asks for at least two weeks' notice from a volunteer leaving but recognizes the right of a volunteer to withdraw at any time without prejudice.
13. **Termination:** MAC reserves the right to terminate a volunteer relationship. This will be done in writing. MAC will give volunteers at least two weeks' notice of termination of the volunteering

relationship where applicable. MAC reserves the right to terminate the volunteer relationship without notice at any time without prejudice.

14. **Insurance:** Volunteers are covered by MAC's insurance policy while they are engaged in approved work at offsite MAC events/programs.

15. **Personal Appearance:** Volunteers are to exhibit a neat and well-groomed appearance and wear clothing appropriate for the location and task.

16. **Substance Use:** Volunteers are prohibited from being under the influence of alcohol and/or drugs while performing volunteer work for MAC.

17. **Expenses:** Volunteers will only be reimbursed for pre-approved MAC event/program-specific expenses.

18. **Confidentiality:** Volunteers are bound by the same requirements for confidentiality as board members.

19. **Speaking on Behalf of MAC:** The Chair and the Executive Director are the spokespeople for MAC. Unless specifically asked, volunteers are not permitted to represent MAC to the media or to speak on behalf of MAC in an official capacity.

Board Calendar

Events and dates subject to change

JANUARY <ul style="list-style-type: none">• Board Meeting• ArtWalk	FEBRUARY <ul style="list-style-type: none">• No Meetings• ArtWalk• Visual Arts Achievement Program Reception• Mystic SOBs Fundraiser
MARCH <ul style="list-style-type: none">• Board Meeting• ArtWalk• MAC Member Workshop	APRIL <ul style="list-style-type: none">• Board Meeting• ArtWalk (<i>Five</i> competition)• The Artys• Amp Up Arts Workshop
MAY <ul style="list-style-type: none">• Board Meeting• ArtWalk• Amp Up Arts Workshop	JUNE <ul style="list-style-type: none">• Board Meeting• ArtWalk• Art Summer Camps with Boys & Girls Club and Chastang• MAC Member Workshop
JULY <ul style="list-style-type: none">• Board Meeting• ArtWalk• Art Summer Camps with Boys & Girls Club	AUGUST <ul style="list-style-type: none">• Board Meeting• ArtWalk• Members' Appreciation Night
SEPTEMBER <ul style="list-style-type: none">• Board Meeting• ArtWalk• The Throwdown• MAC Member Workshop	OCTOBER <ul style="list-style-type: none">• Board Meeting• ArtWalk
NOVEMBER <ul style="list-style-type: none">• Board Meeting• Officer Slate• ArtWalk	DECEMBER <ul style="list-style-type: none">• Board/Volunteer Christmas Party• ArtWalk• Officer Elections• MAC Member Workshop

BY-LAWS
OF
MOBILE ARTS COUNCIL, INC.
AS AMENDED AND RESTATED

February 7, 2022

ARTICLE I

The Name of the Corporation shall be Mobile Arts Council, Inc.

ARTICLE II

MISSION

Mobile Arts Council's mission is to enrich the quality of life in the Mobile area through increasing accessibility to the arts and promoting a vibrant cultural community.

ARTICLE III

PURPOSE

The purpose of the corporation hereinafter called “the Council” shall be to promote, coordinate and develop activities in connection with the arts in the metropolitan area of Mobile, Alabama. As a part of this program the Council shall undertake an annual campaign for funds to support the activities of the Council in furtherance of said purposes, and to assist in supporting the activities of its Members, as herein defined. The Council shall operate solely as a non-profit making enterprise so that no part of its net earnings or assets shall ever be distributed as a dividend or incur to the benefit of any private member.

ARTICLE IV

MEMBERSHIP

For the purposes of the Mobile Arts Council, membership has been established in the following categories:

- Member Organizations: nonprofit organizations with the creation, presentation or support of the arts as their primary mission.
- Associated Organizations: any organizations (profit and nonprofit) that share MAC's goals.
- Artist: individuals (professional and amateur) who are involved in the creation of art.

A dues structure for membership has been established and may be altered by a scheduled vote of the Board of Directors.

ARTICLE V

BOARD OF DIRECTORS

Section 1: Composition: The Board of Directors (hereafter referred to as "the Board") shall consist of:

- a) A minimum of thirteen (13) and a maximum of eighteen (18) Directors-at-large elected as community representatives who are also in good standing as MAC members; and
- b) The immediate Past President, if not otherwise serving as a Director.

Section 2: No paid employee of the Council shall be eligible to serve on the Board of Directors, and no Director shall be entitled to compensation for his services as a Director.

Section 3: One-third (1/3) of the Directors-at-large shall be elected by a majority vote of the Board of Directors present at the December meeting for a term of three (3) years. A Director-at-large shall be eligible to serve no more than two (2) consecutive full three (3) year terms. One year after the expiration of his most recent term, he shall then be eligible for re-election to the Board of Directors.

Section 4: Power: The management and general administration of the affairs of the Council shall be conducted by the Board of Directors, and it shall have all the customary powers of the directors of a business corporation, including, but not limited to, the power to make all rules and regulations for the orderly conduct of its affairs and management of its property, not inconsistent with the Articles of Incorporation of Bylaws of the Council.

Section 5: Meetings: The Board of Directors shall hold an Annual Meeting in December at which time annual reports shall be presented by the President and the Treasurer, Directors-at-large shall be elected, officers shall be elected for the ensuing year, and any other business may be transacted. Thereafter, the Board of Directors shall meet no less than five (5) times per year and at such other special times as President of the Board of Directors may direct.

Section 6: Quorum: A simple majority of voting members (to include proxy votes) will constitute a quorum. Proxies for regularly-scheduled meetings may be counted in achieving a quorum if presented in writing. For purposes of conducting business at a specially called meeting, a quorum shall not be less than 75% of the total number of current board members. Proxies for special meetings may be counted in achieving a quorum if presented in writing.

Section 7: Responsibilities: The Board of Directors shall pay membership dues of \$240 each year to remain in good standing. Dues will include membership to MAC and can be paid in one sum at the beginning of the year or in quarterly payments of \$60. They must also attend at least 75% of Board meetings and actively participate in a support role at MAC programming and events, as needed by staff. They will act in a support role to the paid Council staff members during monthly and annual events. They will also be responsible for selling at least 2 tickets to any major Council fundraiser.

Section 8: Vacancies in the Board of Directors: If any Director-at-large is absent without cause from more than three (3) consecutive meetings of the Board of Directors, or if such a Director dies or resigns, then the Board of Directors may declare the place of that Director vacant and may fill the vacancy by electing a successor to serve for the remainder of his or her term by majority vote of the Board of Directors present at any regular meeting of the Directors.

Section 9: Confidentiality: The Directors-at-large will hold all discussions and business of the board under strict confidentiality.

Section 10: Removal: If a board member does not otherwise fulfill their duties as listed in these Bylaws, they may be subject to removal. The Executive Committee will oversee this process and present to the Board for a vote. Members may be removed by a two-thirds (2/3) majority vote of the Board.

ARTICLE VI

OFFICERS

Section 1: The officers shall be a President, a Vice President, a Secretary and a Treasurer. The officers shall be elected by the Board of Directors at the Annual Meeting, shall assume their duties forthwith after their election, and shall serve for a term of one year, beginning in January and ending in December, and until their successor are duly elected and qualified. Any vacancy in office during a term shall be filled at the next meeting of the Board of Directors. Officers may be re-elected for an additional term or terms. Officers can serve a maximum of three (3) years in one position.

Section 2: The duties and qualifications of the officers shall include the following:

President:

- a) Must have served on the board a minimum of one (1) year;
- b) Shall preside at all meetings of the Executive Committee and Board of Directors meetings.
- c) Shall have general and active management of the Board of Directors
- d) Shall have general superintendence and direction of all other officers of this Council and see that their duties are properly performed.
- e) Shall submit a report of the operations of the program for the fiscal year to the Board of Directors members at their monthly and annual meetings and shall report to the Board all matters that affect the Council.
- f) Shall be an Ex-Officio member of all standing committees.

Vice President:

- a) Shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Board.
- b) Shall be vested with all the powers and shall perform all the duties of the President during his absence.
- c) Shall chair the board development committee and, with two members of the board, actively recruit and interview potential candidates to fill vacancies on the board.

Secretary:

- a) Shall record all votes and minutes of all proceedings in a book to be kept for that purpose.
- b) Shall send the minutes of the proceedings to all Board members within one (1) week of their occurrence. He shall also send the minutes within 12-24 hours of the next Board meeting for Directors-at-large for final review.
- c) Shall keep an accurate record of attendance at Board meetings and other events that support the activities of the Council.

Treasurer:

- a) He shall cause to be kept a proper record of all monies received for the Council from all sources and shall keep vouchers indicating the amount and nature of all expenditures.
- b) He shall make financial report to the Board of Directors at the monthly meetings, Annual Meeting and at such other times as may be requested by the Board.
- c) He shall cause monies of the Council to be deposited in a federally insured account or accounts in the name of the Council and all payments shall be made in its name.
- d) He shall provide that checks over \$1,000.00 issues by the Council shall be signed by two (2) of the following: the President, the Vice President, the Secretary, the Treasurer, the Executive Director.
- e) He shall be responsible that the accounts shall be audited by a certified public accountant of recognized standing at the end of each fiscal year.

- f) The Treasurer may not serve more than three (3) consecutive years in office. After a one-year absence from the office, a previously elected Treasurer may again seek election to Treasurer.

Past President:

- a) Shall serve on the Executive Committee upon expiration of term as President.
b) Shall support the President and Executive Committee in a support role.

Section 3: The Board of Directors shall have the power to appoint such subordinate officers, employees, or agents, as may be necessary in their judgment for the conduct of the business of the Council, and designate their titles, responsibilities, and compensation, if any. To this end, the Board of Directors may engage an executive who shall formulate and carry out business policies submitted by such executive director and approved by the Board of Directors, and, subject to the Board's approval, such executive director may enter into contracts required for the conduct of the business of the Council, for and on behalf of the Council. At the invitation of the Board, or any of the committees, and under the direction of the President, the executive director shall attend meetings of such groups for the purpose of submitting reports and otherwise attending to the business of the Council.

ARTICLE VII

EXECUTIVE COMMITTEE

Section 1: The President, the Vice President, the Secretary, the Treasurer, the immediate Past President, and three (3) additional members of the Board of Directors appointed by the President shall constitute the Executive Committee.

Section 2: The Executive Committee shall exercise in the intervals between meetings of the Board of Directors such powers as may be delegated to it from time to time by the Board of Directors.

Section 3: The Executive Committee shall meet at the call of the President. A simple majority of the members of the Executive Committee shall constitute a quorum. The secretary of the Council, or in his absence a secretary pro tempore chosen by the Committee, shall keep a true record of all proceedings of the Executive Committee, which record shall always be open to the inspection of any Directors, and at each meeting of the Board of Directors such record of the meetings of the Executive Committee for the period since the last prior meeting of the Board shall be presented. All actions of the Executive Committee shall be subject to review by the Board of Directors.

ARTICLE VIII

COMMITTEES

Section 1: Board Development: This Committee shall be composed of Board Members appointed by the President, with approval of the Board, at the next meeting following the annual meeting. The committee shall be chaired by the Vice President. Together they will work to develop and sustain a Board of Directors, each individual of which is an active and enthusiastic supporter of the Council and its mission, this committee shall also serve as the nominating committee and recommend candidates to fill any Director-at-large vacancy and for Directors-at-large and for officers of the council to be elected at the next annual meeting.

Section 2: Membership/Volunteer Relations: This committee shall be composed of Board Members and such other individuals as are appointed by the President. It shall provide support and guidance to Members with a view to increase their audiences, placing them on a sound financial footing and encouraging their support of the Council and its mission.

Section 3: Council Projects: This committee shall consist of such Board Members and other individuals appointed by the President. It shall develop programs to be sponsored and produced by the Council which will support its mission.

Section 6: Special Committees: Such other standing or special committees (including a Fundraising Committee) as may be required to assist and advise the Council may be appointed by the President or elected by the Board of Directors and shall have at least one (1) member of the Board represented thereon.

ARTICLE IX

DIRECTOR AND STAFF

Section 1: Executive Director: The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all executive committee and board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The executive director oversees all other staff members. The board can designate other duties as necessary.

Section 2: Programs Director: The programs director is hired by the board and reports directly to the executive director and board. The programs director has day-to-day responsibilities for the organization, including carrying out the organization's mission through existing and new programs such as ArtWalk, gallery exhibitions, market events, and others. The programs director works closely with the City of Mobile and other arts organizations in order to implement effective programs.

Section 3: Other Paid Staff: The board may, from time to time, hire additional staff members in order to assist in carrying out the organization's goals and policies. These positions may include, but are not limited to, development director, administrative assistant, assistant programs director, assistant development director, and others.

ARTICLE IX

MISCELLANEOUS

Section 1: The fiscal year of the Council shall commence on the first day of January of each year and terminate on the last day of December of the same year.

ARTICLE XI

PARLIAMENTARY AUTHORITY

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

ARTICLE XI

CONFLICTS OF INTEREST

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE XII

AMENDMENTS

These By-Laws may be amended by affirmative vote of two-thirds of the Board of Directors, provided that not less than one (1) month's ten (10) days' notice of such proposed amendment shall have been given to all members of the Board of Directors.

DATED this ____ day of _____, 2024.

MOBILE ARTS COUNCIL, INC.

Kim Sweet
As its President