

**BLACK SWAMP ARTS FESTIVAL, INC.**

**BYLAWS**

**Revised April 12, 2017**

**ARTICLE I – NAME**

The legal name of this corporation shall be the Black Swamp Arts Festival, Inc., (Arts Festival), a not-for-profit organization under the laws of the State of Ohio.

**ARTICLE II – PURPOSES**

The purposes of the Arts Festival include the following:

1. To celebrate the arts;
2. To provide opportunities for artists;
3. To foster pride and involvement in our community;
4. To develop an audience for the arts.

**ARTICLE III – FORM OF INCORPORATION**

The Arts Festival elects and declares to be governed and controlled by the statutes of the Revised Code of Ohio as they apply to a not-for-profit corporation in accordance with Section 501 (c) (3) of the Internal Revenue Code, with perpetual existence unless terminated as provided in the Arts Festival Articles of Incorporation.

**ARTICLE IV – BOARD OF DIRECTORS**

The Board of Directors (Board) shall be responsible for conducting the regular business of the Art Festival, shall supervise the policies and affairs of the Arts Festival and its Committees and Officers, and shall establish and govern adherence to a festival timeline. The Arts Festival Board shall prepare an annual report that shall include summaries of all Standing Committees and Officer activities for that year's Arts Festival, to be presented at the annual meeting.

- A. The Directors of the Board shall be comprised of the following: Chair, Vice Chair, Secretary, Treasurer, Immediate Past Chair, and the Chairs or Co-Chairs of the Standing Committees.
- B. At the discretion of the Festival Chair, an Assistant Treasurer and an Assistant Secretary may be appointed as a Director of the Board. If appointed, they shall be considered Directors, not Officers, for the duration of their appointment.
- C. Any Officer of the Board may call a special session of the Board at any time for discussion and/or voting on matters of Arts Festival business. Notice of such meetings shall be provided to all Directors.
- D. Each Director shall be entitled to one vote on all business matters at regular and special meetings. To vote, the Director must be in attendance.

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- E. The Chair may call for a vote by email for matters needing attention between Arts Festival meetings. For an email vote to pass, it must receive a two-thirds (2/3) vote of all Directors.
- F. No Director shall be entitled to any distribution or apportionment of, or have any interest in, the assets or earnings of the Arts Festival beyond the normal non-profit operation of the Arts Festival and its purposes.
- G. Each Director must make an annual donation to the Arts Festival.

**ARTICLE V – OFFICERS**

***Section 1 – Officers***

The Officers of this organization shall be Chair, Vice Chair, Secretary, Treasurer, and Immediate Past Chair.

***Section 2 – Terms of Office***

Officers shall serve for a term of one year, or shall serve until their successors are elected. The Chair and Vice Chair may be re-elected for no more than two consecutive terms. The Secretary and Treasurer may be re-elected each year without term limits.

***Section 3 – Nomination of Officers***

The Chair shall select three or more Directors to form an annual Nominating Committee. The Nominating Committee shall solicit potential candidates for Officer positions and submit a slate of interested candidates in writing to the Secretary prior to the annual meeting.

***Section 4 – Election of Officers***

The Officers shall be elected by a two-thirds (2/3) vote of the Board of Directors present at the annual meeting.

***Section 5 – Vacancies of Officers***

Except for the Chair (whose vacancy will be filled by the Vice-Chair), vacancies for unexpired terms of elected Officers shall be filled by the Directors.

Any Officer not serving the Board in meetings for more than two consecutive meetings without an excused absence may be considered resigned and may be replaced by elections as stated above.

Any Officer who does not comply with assigned responsibilities may be relieved of office by a two-thirds (2/3) vote of the Board of Directors.

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**ARTICLE VI – DUTIES OF OFFICERS**

***Section 1 – Chair***

The Chair of the Arts Festival shall preside at all meetings of the Board of Directors. Subject to the direction of the Directors, he or she shall supervise the business affairs and property of the Arts Festival and shall see that all orders and resolutions of the organization are carried into effect.

- A. Notice of all regular meetings shall be the responsibility of the Chair unless delegated to someone else.
- B. The Chair shall prepare and submit an agenda prior to each meeting.
- C. The Chair or Vice Chair shall approve all contracts on behalf of the Arts Festival.
- D. The Chair shall appoint all Standing Committee Chairs or Co-Chairs
- E. The Chair may not hold a Standing Committee Chair position during his or her tenure.

***Section 2 – Vice Chair***

The Vice Chair of the Arts Festival shall have the authority to perform such duties as may be delegated to him or her by the Chair, or as determined by the Board of Directors. The Vice Chair shall perform all of the duties and possess all of the authority of the Chair in his or her absence, disability, or in case a vacancy exists in the office of the Chair.

- A. The Vice Chair or Chair shall approve all contracts on behalf of the Arts Festival.
- B. The Vice Chair may not hold a Standing Committee Chair position during his or her tenure.

***Section 3 – Secretary***

The Secretary of the Arts Festival shall keep minutes of the meetings of the organization. He or she shall be responsible for keeping a list of Directors and Committee members, including names, addresses, phone numbers, email addresses, and such offices as each may hold in the Arts Festival.

- A. The Secretary shall keep meeting minutes and distribute minutes prior to the next meeting unless the scheduled meeting date prevents a timely distribution.
- B. The Secretary shall keep records of all legal correspondence and contracts of the Arts Festival.

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- C. The Secretary shall check the general email and voicemail for the Arts Festival and respond or forward the information to the appropriate Committee Chairs or Co-Chairs.
- D. The Secretary will collect and retain copies of all annual reports submitted by Officers and Committee Chairs or Co-Chairs.
- E. The Secretary may not hold a Standing Committee Chair position during his or her tenure.

***Section 4 – Treasurer***

The Treasurer of the Arts Festival shall manage corporate funds and securities, and shall keep full and accurate accounts of the receipts and disbursements of the Arts Festival. The Treasurer shall hold a record of the Arts Festival's fixed assets as provided, at least annually, by the Committee Chairs or Co-Chairs. The Treasurer shall disburse the funds of the Arts Festival as may be ordered by the Board of Directors taking proper vouchers for such disbursements.

All disbursement of monies or property will require two signatures of approval. Designated signers shall include the Treasurer, Chair, Vice Chair, and Finance Committee Chair. Other signers may be approved by a two-thirds (2/3) vote of the Board of Directors.

The Treasurer shall render to the Chair and the Board of Directors, at regular meetings, or when the Directors require, an account of all transactions and the financial condition of the Arts Festival. Preparation of all tax returns (as required) and financial statements shall be the responsibility of the Treasurer.

- A. The Treasurer shall be an ex-officio member of the Finance Committee.
- B. The Treasurer shall keep copies of all contracts, state and IRS filings and financial statements for the Arts Festival.
- C. The Treasurer shall keep contacts with the Statutory Agent for the Arts Festival and ensure that State filings are timely.
- D. The Treasurer will regularly check the Arts Festival post office box and respond to or forward the mail in a timely manner.
- E. The Treasurer may not hold a Standing Committee Chair position during his or her tenure.

**ARTICLE VII – STANDING COMMITTEES**

There may be Standing Committees established under the following guidelines:

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***Section 1 – Relationship***

All Standing Committees shall be subcommittees of the Board of Directors.

***Section 2 – Organization***

A. Composition

Each Standing Committee shall consist of a Committee Chair and/or Co-Chairs. The Standing Committee Chair or Co-Chairs will convey needs to the Board of Directors for review and approval.

B. Approval

The Board of Directors will vote to approve the needs of the Standing Committees. Reimbursement for out-of-pocket expenses for Committee members must be pre-approved by the Standing Committee Chair and be within the budget of the Standing Committee as approved by the Board of Directors.

C. Removal of a Standing Committee Chair or Co-Chairs

A Standing Committee Chair and/or Co-Chair who does not comply with assigned responsibilities or who misses more than two consecutive Board of Director meetings without an excused absence may be removed from his or her position by a two-thirds (2/3) vote of the Board.

D. General Responsibilities

All Standing Committee Chairs or Co-Chairs shall be responsible for the following general items:

1. Prepare and submit to the Board of Directors by the first March meeting a preliminary budget for the upcoming Arts Festival.
2. Prepare and submit to the Secretary by the first April meeting a preliminary Committee timeline covering Committee functions through the annual meeting.
3. Prepare and submit to the Secretary within 30 days after the Arts Festival a detailed summary report of Committee activities to be included as part of the annual report.
4. Recruit Committee members as needed.
5. Manage communication relating specifically to their area of the Arts Festival and respond to requests for information and assistance.

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6. Coordinate Committee activities and needs with Site and Logistics, Volunteers, and Marketing and Public Relations.
  7. Solicit donations of in-kind services and materials whenever possible and provide a detailed list of these items and donors to the Development and Marketing and Public Relations Committees for annual recognition and publication in the Arts Festival program.
  8. Maintain a list of the fixed assets of their Committee and submit an account of these assets to the Treasurer at least annually.
- E. Standing Committee Titles and Responsibilities

The following Committees are the Standing Committees of the Board of Directors:

1. **Visual Arts:** This committee shall plan and coordinate all visual art activities.
2. **Visual Arts Hospitality:** This committee shall plan artist breaks, prepare food for artists, and shall make arrangements for a hospitality room during the Arts Festival.
3. **Performing Arts:** This committee shall plan and coordinate musical and theatrical performances for the Arts Festival's Main Stage, Acoustic Stage, and other areas as approved by the Board of Directors. The committee will work with other areas, e.g., Youth Arts, to coordinate activities as appropriate. The committee will provide hospitality for the performers.
4. **Concessions and Merchandise:** This committee shall plan and coordinate all concessions, including food, beverages, beer garden, as well as related merchandise and sales.
5. **Youth Arts:** This committee shall plan and coordinate all activities that take place in the Youth Arts area.
6. **Site and Logistics:** This committee shall plan and coordinate all Arts Festival sites, facilities, security, utilities, and other amenities.
7. **Marketing and Public Relations:** This committee shall plan and coordinate all publicity, promotions, and design graphics for the Arts Festival. The Committee Chair or their designee will maintain the Arts Festival web site.
8. **Development:** This committee shall plan and coordinate all activities to solicit funding for the Arts Festival and thank donors for their support.

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9. **Finance:** This committee shall plan and coordinate all activities related to the maintenance of an Arts Festival budget. This committee shall review the records of the Treasurer prior to the annual meeting.
10. **Volunteers:** This committee shall recruit and coordinate all volunteers necessary for the operation of the Arts Festival.
11. **Artist at Work:** This committee shall plan and coordinate all activities that take place in the Artist at Work area.
12. **Teen Engagement:** This committee shall plan and coordinate activities aimed at engaging youth ages 13 to 19.
13. **Visitor Engagement:** This committee shall plan and coordinate activities at the Festival's information, merchandise, and ticketing booths, as well as other activities that serve the visitor experience at the Arts Festival.

**ARTICLE VIII – AD HOC COMMITTEES**

An Ad Hoc Committee of the Board may be suggested by any Director and approved with a two-thirds (2/3) vote of the Board. The Chair of the Ad Hoc Committee will be a Director of the Board for the duration of the Ad Hoc Committee.

**ARTICLE IX – MEETINGS**

***Section 1 – Annual Festival Meeting***

This organization shall hold an annual meeting in October for the purposes of election of Officers, to receive Committee reports, and to enact any other business of the Arts Festival. Notice of this meeting shall be sent to each Director in advance of this meeting.

***Section 2 – Regular Festival Meetings***

Regular meetings will be scheduled by the Chair. Notice will be given prior to each meeting.

***Section 3 – Special Festival Meetings***

Special meetings of the Board of Directors may be called by the Officers of the Board as necessary. Notice will be given prior to each meeting.

***Section 4 – Quorum***

A quorum is defined as a simple majority of the Board of Directors.

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**ARTICLE X – FUNDING**

***Section 1 – Fiscal Year***

The fiscal year of this corporation shall begin on December 1 of each year and end on November 30.

***Section 2 – Property and Earnings***

All of the property and earnings of the Arts Festival shall be held and administered as stated in these bylaws to preserve the not-for-profit status of the Arts Festival.

***Section 3 – Financial oversight***

The Finance Committee shall review the Treasurer's books prior to the annual meeting and prior to a change in the office. Both the Treasurer and the Finance Committee Chair will attend the annual meeting and present a financial report. An external financial assessment of the books will be completed annually.

**ARTICLE XI – PARLIAMENTARY AUTHORITY**

All meetings shall be conducted according to a modified Robert's Rules of Order, except when in conflict with these bylaws or with the laws of the State of Ohio.

**ARTICLE XII – AMENDMENTS**

The bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors.

**ARTICLE XIII – EFFECTIVE DATE**

These articles are in effect as of April 6, 1994.

These articles were amended November of 1996.

These articles were amended November of 1997.

These articles were amended March of 2000.

These articles were amended March of 2001.

These articles were amended February of 2009.

These articles were amended June 30, 2015

These articles were amended April 12, 2017