

BLACK SWAMP ARTS FESTIVAL, INC.

BYLAWS

Revised February 21, 2023

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 Ohio Revised Code 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 Arts 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.

- A. The Board of Directors shall be comprised of a minimum of 18 and maximum of 25 people, including the five Officers of the Board: Chair, Vice Chair, Secretary, Treasurer, and Past Chair.
- B. At the discretion of the Festival Chair and if ratified by a two-thirds (2/3) vote of the Board of Directors, an Assistant Treasurer and/or an Assistant Secretary may be appointed. If appointed, for the duration of their appointment, the Assistant Treasurer would have the authority to act on behalf of the Treasurer in their absence, and likewise the Assistant Secretary would have the authority to act on behalf of the Secretary in their absence. The Assistant Treasurer and Assistant Secretary would not be Directors unless put forth by the annual Nominating Committee and voted on following the procedures in Section VII.3.
- 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.

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- 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 physically or virtually by phone or video conference call.
- 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. Conflict of Interest: 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. Whenever a Director has a financial or personal interest in any matter coming before the Board, 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 two-thirds (2/3) of disinterested Directors determine that the matter is in the best interest of the Arts Festival. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.
- G. Diversity, Equity, and Inclusion: the Arts Festival is committed to the principles of diversity, equity, and inclusion, and to creating environments that are equitable, just, and accessible without discrimination toward race, gender identity, class, sexuality, ethnicity, religion, age, ability, or national origin. Directors are expected to contribute to the advancement of these principles.
- H. Each Director shall make an annual financial donation to the Arts Festival.

ARTICLE V – OFFICERS

Section 1 – Officers

The Officers of this organization shall be Chair, Vice Chair, Secretary, Treasurer, and 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 elected for no more than two consecutive terms. The Secretary and Treasurer may be re-elected each year without term limits. If an Officer is elected who was previously a Director, then their new term shall be one year or until their successor is elected.

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.

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Section 4 – Election of Officers

The Officers shall be elected by a two-thirds (2/3) vote of the Board of Directors present physically or virtually by phone or video conference call 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 at the discretion of the Chair and ratified by a two-thirds (2/3) vote of the Board of 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.

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, the Chair 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 to the Board prior to each meeting.
- C. The Chair shall approve all contracts on behalf of the Arts Festival. Each year, the Chair shall also review and approve standard contracts, e.g. vendor contracts. Signing authority for approved standard contracts is designated to the Standing Committee Chair and/or Vice Chair using the standard contract for their Committee's normal business.
- D. The Chair shall appoint all Standing Committee Chairs or Co-Chairs
- E. The Chair may not hold a Standing Committee Chair position during their tenure.
- F. The Chair shall ask each Officer and Standing Committee Chair to prepare an annual report. Reports shall be sent to the Secretary by September 30. The Secretary shall collate the reports for presentation at the annual meeting.

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Section 2 – Vice Chair

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

- A. In the absence of the Chair, the Vice Chair leads Festival meetings.
- B. The Vice Chair shall be responsible for monitoring the Arts Festival strategic and long-range plans.
- C. The Vice Chair may not hold a Standing Committee Chair position during their tenure.

Section 3 – Secretary

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

- A. The Secretary shall keep meeting minutes and distribute them to Directors and Committee members as soon as possible following the meeting. The Secretary shall collect any edits to the minutes and present the minutes at the next meeting for final review and approval by the Board.
- B. The Secretary shall collate the annual reports of the Officers and Standing Committees, as solicited by the Chair, for presentation at the annual meeting. The Secretary shall place copies of all reports in the Arts Festival's archive, which is currently located in the Center for Archival Collections on the 5th Floor of Jerome Library at Bowling Green State University.
- C. The Secretary shall check the general email and voicemail for the Arts Festival and respond or forward the information to the appropriate Committee Chair or Co-Chairs.
- D. The Secretary will keep a list of all Directors and their terms of service as Directors.
- E. The Secretary may not hold a Standing Committee Chair position during their tenure.

Section 4 – Treasurer

The Treasurer of the Arts Festival shall manage corporate funds and securities, as well as keep full and accurate accounts of the receipts and disbursements of the Arts Festival. The Treasurer

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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 authorization by two designated signers, whether by physical signature or electronic means, such email authorization. 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 required tax returns and financial statements shall be the responsibility of the Treasurer, either directly or through the oversight of others.

- A. The Treasurer shall be an ex-officio member of the Finance Committee.
- B. The Treasurer shall keep copies of all contracts, federal and state filings, and financial statements for the Arts Festival.
- C. The Treasurer shall maintain contact with the Statutory Agent for the Arts Festival and ensure that federal and state filings are timely.
- D. The Treasurer shall 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 their tenure.

Section 5 – Past Chair

The Past Chair shall serve as an Officer and be included in the annual nomination of Officers by the Nominating Committee.

- A. In the absence of the Chair or Vice Chair, the Past Chair shall lead Festival meetings.
- B. The Past Chair shall provide counsel to the Chair and Directors.
- C. The Past Chair shall have the authority to perform such duties as may be delegated by the Chair or as determined by the Board of Directors.

ARTICLE VII – DIRECTORS

Section 1 – Directors

In addition to the five Officer positions, a minimum of 13 and a maximum of 20 Directors shall comprise the Arts Festival's Board of Directors.

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Section 2 – Terms of Office

Directors shall serve for a term of three years and may be re-elected without term limits. An exception to this rule, upon approval of these bylaws, is that in the inaugural year of this change (2022) each appointed Director will be assigned a term expiration date by the Chair; the inaugural term expirations will be November 30 in 2022, 2023, and 2024.

Section 3 – Nomination of Directors

The annual Nominating Committee established for nominating Officers shall also put forth a slate of Director candidates in writing to the Secretary prior to the annual meeting.

Section 4 – Election of Directors

The Directors shall be elected by a two-thirds (2/3) vote of the Board of Directors present physically or virtually by phone or video conference call at the annual meeting.

Section 5 – Vacancies of Directors

Vacancies for unexpired terms of elected Directors shall be filled at the discretion of the Chair and the annual Nominating Committee and ratified by a two-thirds (2/3) vote of the Board of Directors. If appointed, the new Director will complete the remaining original term of the previous Director.

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

ARTICLE VIII – STANDING COMMITTEES

There may be Standing Committees established under the following guidelines:

Section 1 – Relationship

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

Section 2 – Organization

A. Composition

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Each Standing Committee shall consist of at least one Director of the Board and 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 or Co-Chairs and be within the budget of the Standing Committee as approved by the Board of Directors.

C. General Responsibilities

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

1. By the first March meeting, prepare and submit to the Finance Chair a preliminary budget for the upcoming Arts Festival.
2. By the first April meeting, prepare and submit to the Secretary a preliminary Committee timeline covering Committee functions through the annual meeting.
3. By September 30, prepare and submit to the Secretary a summary 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.
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.
8. Maintain a list of individual fixed assets of their Committee in excess of \$2,500 (if any) and submit an account of these assets to the Treasurer at least annually.

D. Standing Committee Titles and Responsibilities

The following Committees are the Standing Committees of the Board of Directors in alphabetical order:

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1. Concessions and Merchandise: This committee shall plan and coordinate all concessions, including food, beverages, and beer garden, as well as related merchandise and sales.
2. Development: This committee shall plan and coordinate all activities to solicit funding for the Arts Festival and thank donors for their support.
3. 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 end of the Arts Festival's fiscal year.
4. Marketing and Public Relations: This committee shall plan and coordinate all publicity, promotions, and brand management for the Arts Festival. The Committee Chair or their designee will maintain the website and social media sites of the Arts Festival.
5. Performing Arts: This committee shall plan and coordinate musical and theatrical performances for the Arts Festival's performance stages 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.
6. Recycling and Sustainability. This committee shall plan and coordinate recycling and refuse collection during the weekend of the Arts Festival.
7. Site and Logistics: This committee shall plan and coordinate all Arts Festival sites, facilities, security, utilities, and other amenities.
8. Teen Arts: This committee shall plan and coordinate activities aimed at engaging youth ages 13 to 19.
9. 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.
10. Visual Arts: This committee shall plan and coordinate all visual art activities.
11. Visual Arts Hospitality: This committee shall plan artist breaks, prepare food for artists, and arrange a hospitality room during the Arts Festival.
12. Volunteers: This committee shall recruit and coordinate all volunteers necessary for the operation of the Arts Festival.

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13. Youth Arts: This committee shall plan and coordinate all activities that take place in the Youth Arts area.

ARTICLE IX – 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.

ARTICLE X – MEETINGS

Section 1 – Annual Festival Meeting

This organization shall hold an annual meeting in October for the purposes of election of Officers and Directors, to receive Committee reports, and to enact any other business of the Arts Festival.

Section 2 – Regular Festival Meetings

Regular meetings will be scheduled by the Chair and shared with the Directors and Standing Committee members on or before the first Arts Festival meeting in January.

Section 3 – Special Festival Meetings

Special meetings of the Board of Directors may be called by the Officers of the Board, as necessary.

Section 4 – Quorum

A quorum is defined as a simple majority of the Board of Directors, e.g., if the Arts Festival has 18 total Directors, a quorum would be 10; if 25, then a quorum would be 13. A quorum is needed to hold an official meeting or to conclude a vote on matters of the Arts Festival. A Director's physical attendance or virtual attendance via phone or video conference is considered acceptable for establishing a quorum.

ARTICLE XI – FUNDING

Section 1 – Fiscal Year

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

Section 2 – Property and Earnings

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All 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 of Treasurer. The Treasurer and the Finance Committee Chair shall prepare and present a financial report at the annual meeting. An external financial assessment of the books will be completed at the request of the Board.

ARTICLE XII – PARLIAMENTARY AUTHORITY

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

ARTICLE XIII – AMENDMENTS

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

ARTICLE XIV – 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
These articles were amended April 19, 2022
These articles were amended February 21, 2023