

# **ORANGEBURG CIVIC BALLET, INC.**

## **BOARD OF DIRECTORS BY-LAWS**

### **I. NAME**

1. The name of this corporation shall be the Orangeburg Civic Ballet, Inc.

### **II. BOARD OF DIRECTORS**

1. The Board of Directors shall serve without pay.
2. Eligibility Criteria:
  - A. Active Board members should have an interest in promoting the arts and a willingness to serve on said Board and its committees.
  - B. Honorary Board members (non-voting) will provide support and act as consultants to further the aims and goals of OCB. They are not required to attend meetings.
3. Active Board members shall serve for two year terms. Members may serve additional terms.
4. Vacancies shall be filled by the Board.
5. Active Board members with 5 absences in a fiscal year shall be considered for dismissal. If said member wishes to remain on the board he/she will be asked to provide a written statement to this effect.

### **III. OFFICERS**

1. The officers of the Board shall consist of a Chair, Vice Chair, Secretary, and Treasurer nominated by the Board.
2. Elected officers will serve a term of two years. Officers may serve additional terms.
3. Responsibilities of each officer are denoted in Article II, Section I of the Charter.

### **IV. COMMITTEES**

1. The Board may appoint standing and ad hoc committees as needed.
2. Current Standing Committees:
  - a. General Fundraising (boutique/roses, Gems, program ads, etc.)
  - b. Corporate Fundraising
  - c. Public Relations
  - d. GEMS
  - e. School Shows
  - f. Community Outreach
  - g. Website and Newsletter
  - h. Grants
  - i. Scholarship
  - j. Parent Liaison
3. Ad Hoc Committees may be established and their functions assigned at the discretion of the Chairperson. Such establishment must clearly indicate the purpose and the length of service of the committee.

## **V. MEETINGS**

1. Regular meetings shall be held on the third Thursday of each month at 6:15 pm. Location to be determined.
2. Summer meetings shall be suspended; however, committees should continue to function.
3. An annual day retreat for strategic planning purposes may be held in July or August.
4. Special meetings may be held at any time when called for by the Chair or a majority of Board members.
5. A packet to include committee reports, minutes and any other pertinent information shall be provided by the Secretary at the monthly meeting.

## **VI. VOTING**

1. (a) A majority of Board members constitutes a quorum (i.e., one more than half the members present). (b) In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
2. Passage of a motion requires a simple majority, provided a quorum is present.

## **VII. CONFLICT OF INTEREST**

1. Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.
2. Notwithstanding any other provisions of these by-laws, no member, director, officer, employee, or representative of this corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue code and its Regulations as they now exist or as they may hereafter be amended, or by organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

## **VIII. COMPANY LOGO**

1. The company logo remains the property of Orangeburg Civic Ballet. The use of said logo requires written permission of the Board of Directors. No unauthorized use is allowed.

## **IX. FISCAL POLICIES**

1. The fiscal year of the Board shall be July 1 – June 30.
2. Any OCB unbudgeted purchase totaling \$500 or more requires prior approval from the OCB Board of Directors.

## **X. AMENDMENTS**

1. These by-laws may be amended by a) a copy of the proposed amendments submitted electronically to each board member at least one week prior to said meeting; and b) a two-thirds vote of Board members present at said meeting, provided a quorum is present.

## **ORANGEBURG CIVIC BALLE, INC.**

### **CHARTER**

#### **ARTICLE I      PURPOSE**

**Section 1**            The purpose of this corporation is to promote and encourage public interest and support of ballet in general and the work of the members of the ballet company in particular, and to promote and facilitate social and professional relations and cooperation between and among the members of the ballet company and the members of the allied arts of music, theater and patrons of all the arts.

#### **Section 2            MISSION STATEMENT**

The Orangeburg Civic Ballet endeavors to bring cultural enrichment to Orangeburg County and the surrounding community by providing a performing outlet for dancers and cultivating a public awareness and appreciation of the arts.

#### **ARTICLE II      POWERS AND DUTIES OF OFFICERS**

##### **Section 1            Duties of Executive Committee**

*A. The powers and duties of the Chair shall be:*

1. To serve as the chief executive officer of the Executive Committee.
2. To call and preside at all regular and special meetings.
3. To appoint all standing and special committee chairpersons, except those specifically provided for in the by-laws, subject to the approval of the Board of Directors.
4. To recommend to the Executive Committee the types of ad hoc committees and other appointive bodies needed.
5. To be an ex-officio member of all committees with the exception of the Nominating Committee.
6. To transfer all records to the new Chair at the end of the Chair's term of office.

*B. The powers and duties of the Vice Chair shall be:*

1. To serve in the place of and with the authority of the Chair in the case of the Chair's absence or inability to serve.
2. To serve as chairperson of a Committee.
3. To make local arrangements for the meetings.
4. To assist with planning and coordinating social events.
5. To update the Strategic Plan annually and to submit the Plan to the Board at the September meeting.
6. To have other such responsibilities as designated by the Chair or Executive Committee.
7. To transfer all records to the new Vice Chair at the end of the Vice Chair's term of office.

*C. The power and duties of the Secretary shall be:*

1. To provide general communication and keep correspondence as necessary in regard to matters as delegated by the chair.
2. To send meeting notices and notices of events to the Board membership as necessary.
3. To assume custody of all records except those specifically assigned to others.
4. To keep an accurate record (minutes) of proceedings of the monthly meetings of the Board (motions, attendance, voting results and any other pertinent actions and discussions) and make them assessable electronically and in print. Keep an accurate record of the meetings of the Executive Committee.
5. To keep accurate members lists of the Executive Committee and Board of Directors.
6. To transfer all records to the new Secretary at the end of the Secretary's term of office.

*D. The powers and duties of the Treasurer shall be:*

1. To serve as custodian of the funds of the corporation.
2. To deposit all monies received in a reliable banking facility in the name of the corporation.
3. To disburse funds by check on the written authorization of the corporation or the Executive Committee through the Chair.
4. To keep an accurate record of receipts and expenditures, and present a report at each business meeting.
5. To prepare and submit records for an annual internal audit to the Board of Directors and to submit records for an independent audit at the end of the Treasurer's term.
6. To transfer all monies and records to the new treasurer at the end of the Treasurer's term of office.

*E. The powers and duties of the Artistic Director shall be:*

1. Will serve as a member of the Board of Directors with NO voting privileges.

2. To prepare and submit an annual budget for approval by the Board of Directors at the September meeting.
3. To coordinate all aspects of performances, including but not limited to, scheduling venue, scheduling rehearsals, responsible for the artistic staff and coordinate all aspects of company members (dancers).

**Section 2 Election of Officers**

- A The officers of the Executive Committee shall be elected by the Board of Directors from those members in good standing (regularly attend meetings and actively serve on committees).
- B All elections of officers shall be by secret ballot and shall be elected by a majority vote of those voting.

**Section 3 Removal from Office**

- A A petition for removal of an officer shall be signed by at least five members of the Board of Directors and submitted in writing to the Chair. If the Chair is subject of the petition, it shall be submitted to the Vice Chair.
- B The Chair (or Vice Chair) shall, within seven (7) days, notify each Executive Committee member in writing of the receipt of such petition, solicit relevant evidence from all parties concerned, and call a special meeting of the Executive Committee to consider the matter within thirty (30) days following receipt of the petition.
- C At the Board of Directors meeting, an opportunity shall be made available to all interested parties to present any relevant evidence. A two-thirds majority vote of the members present, provided there is a quorum, is necessary for removal of an officer. Removal from office is effective immediately.
- D The officer being considered for removal shall be provided with the results of the Board of Director's action in writing within seven (7) days.

**ARTICLE III DISSOLUTION**

In the event of dissolution residual assets of this organization will be turned over to another organization which is itself exempt from Federal Income Tax as an Organization described in Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any prior future Internal Revenue

Code, or to the Federal, State, or local government for exclusively public purposes.