

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, Corresponding Secretary, Recording Secretary, Treasurer and Assistant Treasurer nominated by the Board.
2. Elected officers will serve a term of two years.
3. (a) The Chair shall preside at all Board meetings, appoint committee members, and perform other duties as associated with the office. (b) The Vice-Chair shall assume the duties of the Chair in case of the Chair's absence. (c) The Secretary shall be responsible for the minutes of the Board, keep all approved minutes in a minute book, and send out copies of minutes to all. (d) The Treasurer shall keep record of the organization's budget and prepare financial reports as needed.

IV COMMITTEES

1. The Board may appoint standing and ad hoc committees as needed.
2. Current Standing Committees:
 - a. Grants
 - b. Corporate Fundraising
 - c. General Fundraising (boutique/roses, Gems, program ads, etc.)
 - d. Scholarship
 - e. Public Relations
 - f. Administrative
 - g. 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 6:00pm. Location to be determined.
2. Summer meetings suspended; however, committees should continue to function.
3. **Annual day retreat for strategic planning purposes will 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. Agendas shall be provided at least 5 days in advance.

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 (i.e., one more than half the members 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. FISCAL POLICIES

1. The fiscal year of the Board shall be **July 1 – June 30.**

IX. AMENDMENTS

1. These by-laws may be amended by a two-third vote of Board members present at any meeting, provided a quorum is present and submit a copy of the proposed amendment(s) to each Board member at least one week prior to said meeting.

ORANGEBURG CIVIC BALLET, 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; 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 the patrons of all 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, including the annual meeting.
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 appoint a parliamentarian to serve at all meetings.
7. To prepare and submit an annual report.

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 on a Committee.
3. To assist with making local arrangements for the meetings.
4. To assist with planning and coordinating social events.

5. To have other such responsibilities as designated by the Chair or Executive Committee.

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

1. To convey and keep correspondence as necessary in regard to matters as delegated by the Chair.
2. To send meeting notices, minutes and notice of events to the Board membership as necessary.
3. To transfer all records to the new secretary at the end of the Secretary's term of office.
4. To assume custody of all records except those specifically assigned to others.
5. To serve as chairperson of a committee.

D. The powers and duties of the Recording Secretary shall be:

1. To keep a careful record of the proceedings of the monthly meetings of the membership, special meetings of the membership, the meetings of the Executive Committee.
2. To keep accurate lists of the Executive Committee, and Board of Directors.
3. To assume custody of all records except those specifically assigned to others.
4. To transfer all records to the new secretary at the end of the Secretary's term of office.
5. To serve as chairperson of a committee.

E. 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 by him/her in a reliable banking facility in the name of the corporation; he/she shall disburse funds by check on the written authorization of the corporation or the Executive Committee through the Chair.
3. To receive and disburse, upon proper authorization, all funds of the Orangeburg Civic Ballet, Inc.
4. To keep an accurate record of receipts and expenditures, and present a report at each business meeting.
5. To prepare and submit an annual budget for approval by the Executive Committee and Board of Directors, and present a copy of the budget to the membership as a report at the annual business meeting.
6. 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.
7. To transfer all monies and records to the new treasurer at the end of the Treasurer's term of office.

F. The powers and duties of the Assistant Treasurer shall be:

1. To serve in the absence of the Treasurer.
2. To assist the Treasurer when and where needed.

G. Artistic Director will serve as a member of the Board with voting privileges in the Executive Committee.

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). The Nominations shall be in **March** of every other year beginning **March 2013** with elections held in **May**. Nominations may also be made from the floor. Officers will assume duties and responsibilities in **July** and be introduced at the annual meeting. Members may serve a maximum of two (2) consecutive terms.

B All elections of officers and directors shall be by secret ballot at the last meeting of the fiscal year and shall be elected by a majority vote of those voting.

Section 3 Annual Meeting

The Board shall hold, at a minimum, an annual meeting in **August** of each year.

Section 4 Term of Office

The Chair and Vice Chair shall each serve a one (2) year term. The Secretary and Treasurer shall serve two (2) year terms. All elected officers shall begin their duties with the new fiscal year, which is **July 1 through June 30**.

Section 5 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.
- E The officer will have thirty (30) days to submit to the Chair or Vice Chair a written notice of appeal.
- F Upon receipt of the appeal, the Chair or Vice Chair will turn the written appeal over to an Appeal Board. The Chair or Vice Chair shall appoint the Appeal Board to be composed of five (5) persons who are active Board members of the Orangeburg Civic Ballet, Inc., other than members of the Executive Committee. The Executive Committee may be present, but will not be able to vote at the meeting of the Appeal Board. (The five (5) members of the Appeal Board will elect a chairperson).
- G A majority vote of the Appeal Board will be necessary to overturn the Executive Committee decision to remove the elected officer in question from Office. This will constitute a reinstatement and it shall be effective immediately.
- H The officer whose appeal has been considered shall be provided the Appeal Board decision in writing within fifteen (15) days.

ARTICLE III COMMITTEES

Section 1 Appointment of Committee Chairperson

The Chair, with the approval of the Board of Directors, shall appoint the chairpersons of the standing committees, except those duties as required of officers in the by-laws.

Section 2 Appointment of Committee Members

The committee chair, subject to approval by the Board Chair, shall appoint committee members. The Board Chair serves as an ex-officio member of all committees.

Section 3 Annual Report

An annual report should be submitted to the Board of Directors and distributed at the annual meeting.

ARTICLE IV 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.

