

The Fredericksburg Center for the Creative Arts By-Laws 2020

The following articles specify the by-laws under which the internal affairs of The Fredericksburg Center for the Creative Arts (FCCA) shall be governed.

Article I: Name, Location, and Legal Status

The name of the organization is The Fredericksburg Center for the Creative Arts (FCCA). Its office is located at 813 Sophia Street, Fredericksburg, Virginia 22401. FCCA is an incorporated 501c (3) non-profit organization, tax exempt and eligible to accept tax deductible donations.

Article II: Mission and Purpose

The mission of FCCA is to promote interest, study and production in the visual arts for the greater Fredericksburg area. This mission shall include but not be limited to the following objectives:

- A. Provide free public access to a wide variety of visual art works by frequently changing the FCCA art gallery exhibits
- B. Provide opportunities for members and non-members to show and market their creative works
- C. Organize and participate in events that promote appreciation of the visual arts,
- D. Provide educational classes and activities for youth and adults that help develop individual art skills and appreciation
- E. Provide information to keep FCCA members informed of arts-related activities, events and opportunities
- F. Participate in organization and coordination of events that develop a strong art community within the greater Fredericksburg, VA, region
- G. Provide and seek funds for FCCA's on-going operational expenses, youth and adult art education, and preservation of FCCA's historic Silversmith House

Article III: Membership

Section 1. Individuals, families and corporate sponsors become members by providing a completed application and payment of their first annual membership dues in an amount established by the Board of Trustees. *(See Appendix A for Membership Procedures and Policies)*

Section 2. Membership may be terminated for action deemed detrimental to the mission and purpose of the organization. Member termination shall require 2/3 vote of the Board. The member recommended for termination must have an opportunity to discuss the issue with the Board before the vote is taken.

Article IV: Board of Trustees

Section 1. The Board of Trustees, hereafter called “the Board” shall be elected by FCCA members during the annual membership meetings. (See Section 4) Trustees are charged with the responsibility of ensuring that FCCA

- a. operates in a manner consistent with federal, state, and local governments, follows FCCA Articles of Incorporation and FCCA’s purpose per Article II of these bylaws
- b. acts as necessary to guarantee that all FCCA members are treated fairly and equitably and
- c. thoughtfully commits FCCA’s resources to achieve its mission

Collectively, the Board shall be responsible to formulate the policies that govern FCCA, determine its major programs, and manage its fiscal operations.

Section 2. The Board shall consist of fifteen (15) Trustees, comprising the offices of President, Vice-President, Treasurer, Secretary, and Curator. Completing the Board membership are the Chairs of Committees for Grants and Funding, Education, Building and Grounds, Members’ Gallery, Historical Records, Docents, Publicity, Membership, and Hospitality, as well as one Member-at-Large. If the Board deems appropriate, a Committee may have a Co-Chair. However, the Chair position maintains a single vote. The Past-President may serve ex-officio (non-voting) during the term of the immediate successor. *(See Appendix B for Board Trustee Position Responsibilities and Qualifications)*

Section 3. The term of a Trustee shall be two (2) years, with approximately half of the trustees coming up for election each year (i.e., staggered terms). No Trustee may serve more than two consecutive two-year terms except by a two-thirds majority vote of those in attendance at the annual general membership meeting. Vacancies that occur between annual membership meetings may be temporarily filled by members appointed by the Board to fill the vacancy. This temporary appointment shall expire at the end of the next Annual Members' Meeting. Each Trustee position shall be elected by separate vote.

The term of a Trustee shall extend to the first Board meeting held after the annual membership meeting that elects the new Trustees. Newly elected Trustees shall take up their duties at the first meeting of the Board following the general election. Such a Board meeting shall be convened not later than 30-days following the Annual Meeting of FCCA Members. Trustees completing their terms of office and who are departing the Board shall be excused from their duties concurrent with the seating of the new Trustees on the Board.

Section 4. A Trustee may be removed from the Board for cause. *(See Appendix B: Board of Trustee Position Responsibilities and Qualifications)*

Section 5. Nominations to fill vacancies on the Board of Trustees created by expiring two-year terms or resignations, shall be made by a nominating committee designated by the Board. *(See Appendix B: Standing Committee Descriptions and Responsibilities)*

Section 6. Except as indicated elsewhere, the Board shall act by majority vote. Each Trustee, except the President, shall have one vote. The President, or the presiding member of the Executive Committee, will vote only to break a tie. Greater than fifty percent of the total number of serving trustees shall constitute a quorum. The Board may delegate responsibility to standing and ad hoc committees of its members to perform specific tasks and to make such decisions on behalf of the

Board as may be appropriate to execute the tasks delegated. All official Board of Trustees meetings will require the presence of at least one Board Officer.

Article V: Executive Committee

Section 1. The Executive Committee comprises the offices of President, Vice-President, Secretary, Treasurer and Curator as the Officers of the Board.

Section 2. The Executive Committee shall advise and aid in all matters concerning the interest and management of FCCA and, when the Board is not in session, shall have such other powers as may be delegated and documented by the Board. The Executive Committee may not, however, authorize any action that specifically is reserved for resolution by the Board as a whole.

Section 3. The Executive Committee may authorize unanticipated expenditures and emergency repairs up to the limits specified in Article VII.

Section 4. Minutes and written records shall be kept of all Executive Committee decisions and meetings and reported to the Board. Official meetings may be conducted in person, via telephone conference call, email, or other electronic means.

Article VI: Finance

Section 1. The Board is responsible for FCCA's finances and shall establish policies for the management of all assets, funds on hand, and revenue generating activities necessary to operate FCCA in a fiscally responsible manner. The Board will be assisted by the Financial Management Committee. *(See Appendix C: Standing Committee Descriptions and Responsibilities)*

Section 2. Although the Board is responsible for expenditures, day-to-day operations require others to be able to authorize unforeseen, moderate expenditures without the delay that approval by the full Board would entail. Therefore, persons or committees may be authorized by the Board to expend FCCA funds for emergency or incidental needs as reason dictates.

Section 3. The Executive Committee may authorize unforeseen expenditures of up to \$750 per calendar month and expenditures of an urgent or emergency nature that cannot prudently be delayed until the next Board meeting of up to \$2,000.00.

Section 4. If FCCA's total cash balance drops below \$10,000, emergency steps shall be taken by the Board to eliminate all unnecessary spending. Consequently, as long as the cash balance is less than \$10,000, all discretionary spending shall be postponed until such time cash levels rise above the \$10,000 limit specified.

Section 5. Anyone exceeding their authority in authorizing FCCA expenditures not properly approved may be held personally responsible for payment of such debts if the Board should fail subsequently to approve or authorize the obligation incurred.

Section 6. FCCA's annual financial report shall be audited by a certified public accountant as required by law.

Section 7. Some personnel services may be required to meet grant requirements or to provide specialized skills. In special circumstances such services may be compensated at the discretion of the Board under the supervision of a Board member.

Article VII: Physical Plant

Section 1. The Board shall be responsible for the maintenance, operation, and preservation of the physical plant and other real estate and fixed assets of FCCA.

Section 2. Any additions to or alterations of FCCA's physical plant, except for ordinary maintenance, shall be authorized by the Board and under compliance of local codes and regulations.

Section 3. In the event that two-thirds of the Board votes to sell FCCA's historic property at 813 Sophia Street, Fredericksburg, VA, that proposal must first be ratified by a majority vote of the FCCA members present at a special meeting of FCCA members before the sale can be executed. *(See Appendix D: Physical Plant and Appendix E: Primary Documents)*

Article VIII: Amendments

Section 1. These by-laws may be amended, altered, or repealed using the following procedure, with steps in sequential order. The Board may adopt minor revisions without the procedure (no change to Board member powers, or policies/procedures impacting members), by a 2/3 vote of the Board's full membership. The by-laws shall remain entirely consistent with the Articles of Incorporation. All actions shall be recorded within the minutes of next regular Board meeting following the individual actions.

- a. Proposed amendments, alterations or repeals of portions of the by-laws shall be presented to the Board, and if approved (majority vote), shall be read into the minutes in their entirety.
- b. By-laws changes proposed by the Board shall be provided to the general membership for review and comment at least 28 days prior to proposed adoption by the Board. Member comments shall be adjudicated by the Board, with that process documented and made available to members. All actions shall be recorded within the minutes of next regular Board meeting following the individual actions.
- c. Final by-laws changes shall be brought to a Board vote and shall require approval by 2/3 vote of the Board's full membership. All actions shall be recorded within the minutes of that Board meeting.
- d. The revised by-laws shall be submitted to the Virginia State Corporation Commission for recording, if the changes meet the criteria required by law.

Section 2. If changes are to be made to the Articles of Incorporation, the following procedure will be used, with steps in sequential order. All actions shall be recorded within the minutes of the next regular Board meeting following the individual actions.

- a. Proposed amendments, alterations or repeals of portions of the Articles of Incorporation shall be presented to the Board and if approved (majority vote), shall be read into the minutes in their entirety.
- b. Articles of Incorporation changes proposed by the Board, shall be provided to the general membership, allowing at least 28 days for receipt of comments. Member comments shall be adjudicated by the Board, with that process documented and made available to members.
- c. Final Articles of Incorporation changes proposed by the Board shall be provided to the general membership for approval, allowing 28 days for the approval process. Approval will be determined by a majority vote of the general membership voting.
- d. If approved by the membership, the Board shall adopt the Articles of Incorporation changes, reading all changes, in their entirety, into the Board Meeting minutes.
- e. The revised Articles of Incorporation shall be submitted to the Virginia State Corporation Commission for recording, as required by law.

Appendix A: Membership Procedures

1. Memberships are renewable annually by payment of dues which are due by the end of the month each year following the first application for membership and renewal. Individuals or families also may maintain membership by contributing volunteer service hours as determined by the Board of Trustees.
2. Member Benefits, as determined by the Board, include voting privileges (one vote per corporate member) at general membership meetings, periodic newsletters, Web notifications, discounts for purchases of art shown in the galleries, discounts on the non-member entry fees for jurying and exhibiting in the main gallery and discounts on class fees.
3. The Board will set membership benefits and privileges appropriate to designated levels (Individual, family, senior, friend, donor, corporate sponsor, patron, fellow, and benefactor).
4. Membership may be terminated for action taken by a member that is detrimental to the mission and purpose of the organization by a 2/3 vote of the Board. A member recommended for termination to the Board must have an opportunity to discuss the issue with the Board before the vote is taken.

Appendix B: Board of Trustees Position Responsibilities and Qualifications

Board members must have current, active (paid) FCCA membership status in order to be elected or appointed to these positions.

1. President

- a. Responsibilities — Serves as the Chair of the Board of Trustees and the corporation's registered agent. Oversees and coordinates all activities of the FCCA Board and the

functions of the organization. This position is non-voting except to break a tie vote. Acts as an Officer of the organization for financial and statutory purposes. Also serves as Chair of the Executive Committee (officers of the Board).

- b. Qualifications — Long standing interest in the arts, experience serving on board or in leadership role in a non-profit, for-profit or government organization. Corporate business and financial management experience is desired.

2. Vice- President

- a. Responsibilities — Assists the President as needed and performs the President's official duties in the absence of the President. Serves as a member of the Executive Committee.
- b. Qualifications — Long standing interest in the arts, experience serving on board or in leadership role in a non-profit, for-profit or government organization.

3. Secretary

- a. Responsibilities — Prepares and keeps minutes of official meetings of the Board and keeps files of committee meeting minutes and official corporation documents. Serves as a member of the Executive Committee.
- b. Qualifications — Command of the English language; note taking, word processing, filing and organization skills and experience.

4. Treasurer

- a. Responsibilities — Prepares budgets, pays bills, deposits money received, maintains financial records, and coordinates processing of all income and expenditures. Prepares and submits required federal, state and local government reports. Corresponds with benefactors. Serves as a member of the Executive Committee. (*See Appendix F: Comprehensive Duties.*)
- b. Qualifications — Basic familiarity with retail sales, banking, budgeting, accounting, and bookkeeping procedures. Experience keeping records using QuickBooks or similar software.

5. Curator

- a. Responsibilities — Manages the art exhibits in the Frederick Gallery. Solicits entries for exhibits; collects entry applications, fees and contracts; recruits and selects jurors; facilitates photographing and other jurying activities, hanging and display of art; and maintains photographic and financial records of the art exhibits. Serves as a member of the Executive Committee.
- b. Qualifications — Demonstrates long standing interest and experience in the visual arts. Intermediate or advanced experience in curating, exhibiting, documenting or teaching art. Excellent people, administrative and organizational skills, including familiarity with Office Excel, Publisher, PowerPoint and Word documents. Personally acquainted with local artists and knowledgeable of activities of the broader regional and national art community and of resources for potential jurors.

6. Grants and Fund-Raising Chair

- a. Responsibilities — Coordinates activities to generate income for the FCCA mission through personal contact, research on requests for proposals and writing of grant applications for

art education, historic building restoration and other mission related purposes. Oversees progress of funded projects. Works with project managers to prepare interim and completion reports for funded projects.

- b. Qualifications — Out-going personality with good oral and writing skills. Familiarity or experience with grant writing, grant or project management and other fundraising activities.

7. Membership Chair

- a. Responsibilities — Maintains the membership roster and contact information as required by state law and for use by the corporation; recruits and encourages retention of members. Provides monthly membership report and roster files to Board members.
- b. Qualifications — Experience requiring persistent and accurate data base management using spreadsheet software.

8. Publicity Chair

- a. Responsibilities — Manages and promotes FCCA publicity, its mission and events through personal contact, advertising, Web site and social media.
- b. Qualifications — Experience involving publications, newsletters, advertising and electronic media.

9. Members' Gallery Chair

- a. Responsibilities — Plans and manages an annual exhibit schedule; solicits potential exhibitors from among FCCA members; selects and assists anonymous jurors to select exhibitors; supports member artists through the application, selection, publicity, hanging, labeling and exhibiting activities. Coordinates the December Holiday Show.
- b. Qualifications — Art exhibit or home decorating experience and good people skills. Personally acquainted with the local artists and knowledgeable of activities of the broader regional and national art community and of resources for potential jurors.

10. Docent Chair

- a. Responsibilities — Manages a team of docents providing public access to the corporation and its exhibits; recruits, trains, schedules, and supports docents; maintains a clean and secure environment for gallery visitors and members; greets visitors and provides information about the art, corporation and building; maintains records of art received, sold and removed from the building; accepts payments for exhibited art, membership, donations and entry fees; answers the phone and distributes mail to Board members.
- b. Qualifications — Interest in art, artists and meeting people. Good interpersonal, teaching, organizational, record keeping and housekeeping skills. Familiarity or experience with retail sales and check lists. Flexible personal schedule to keep the gallery open when docents are not available.

11. Art Education Chair

- a. Responsibilities — Creates educational opportunities for adults and youths through art skills and appreciation classes and workshops, critique workshops, and art marketing workshops. Recruits and assists teachers and workshop leaders. Works with Grants and Funding Chair to develop, apply for and manage funded art education grants.

- b. Qualifications — Project management, teaching or assistant teaching experience, preferably teaching art. Good organization and writing skills.

12. Historian

- a. Responsibilities —Preserves documentation of FCCA events and exhibits through written materials, scrap books, photos and videos. Collects current brochures and written materials, takes photos, organizes and maintains storage for preserved materials and maintains an up-to-date index for locating preserved materials.
- b. Qualifications — General clerical, archive or library experience. Good organization skills.

13. Building and Grounds Chair

- a. Responsibilities —Oversees maintenance, restoration, alteration and improvements to the FCCA building and grounds including the equipment and furnishings. Works with the Grants and Funding Chair to apply for building restoration and modification grants and serves as the project manager for any funded project affecting the building or grounds.
- b. Qualifications — Experience repairing and maintaining buildings and overseeing building or grounds construction or improvement projects.

14. Hospitality Chair

- a. Responsibilities —Coordinates provision of food and drink and related hospitable items and activities for gallery receptions, annual members' meetings and other occasions. Procures and maintains supply of paper/plastic products. Recruits, trains and supervises servers and helpers. Purchases food, drink and related supplies. Communicates instructions when members or artists are expected to help provide food or drink.
- b. Qualifications — Experience overseeing a number of workers to achieve a desired outcome. Experience in food and drink preparation or presentation and purchasing of food, drink and supplies for moderate size events.

15. Member-at-Large

- a. Responsibilities —The president or executive committee may assign specific duties as needed to the Member at Large.
- b. Qualifications — Works well to achieve goals with little supervision and direction.

Trustee Removal: If it is deemed that a Trustee is not performing duties as designated by the Board and/or a conflict of interest becomes apparent, the matter shall be addressed using the following procedure, with steps in sequential order. All actions shall be recorded within the minutes of the next regular Board meeting following the individual actions.

1. A member of the Executive Committee shall notify said Trustee with appropriate correspondence of the concerns and call for a meeting to take place within fourteen (14) calendar days after the date of the correspondence. A failure to respond to the correspondence will be interpreted as a resignation.
2. If the meeting occurs and the matter cannot be resolved to the satisfaction of members of the Executive Committee other than the member in review, the matter shall be referred to the full Board of Trustees for a vote on recommendation for removal. A two-thirds majority

vote of the Board shall result in the removal recommendation being provided to the full membership for a vote. The said Trustee will be suspended from Board duties until the member vote is complete.

3. The recommendation for Trustee removal, with detailed justification, shall be provided to the general membership for approval, allowing 28 days for the approval process. Approval will be determined by a majority vote of the general membership voting.
4. If approved by the membership, the Board shall inform the said Trustee of his removal, within three days of the membership approval.

Appendix C: Standing Committees

Standing Committee Chairs will recruit, appoint, train and manage FCCA members, non-FCCA members and interns as required. *(See Appendix B: Board of Trustee Position Responsibilities and Qualifications)*

Any Standing Committee Chair may name subcommittees under the respective Chair's Committee designation to work through assignments associated with the work of the particular Standing Committee. Standing and Ad-hoc committees generally will have no fewer than three and no more than five members. Ad-hoc committees and their membership must be approved by the Executive Committee prior to the start of the ad-hoc committee's work. Ad-hoc committees dissolve upon the completion of their particular short-term assignment. Special Standing Committees are the following:

Nominations Committee

1. The Executive Committee shall appoint and the Board shall approve a Nominations Committee of no fewer than three and not more than five Trustees, who shall be responsible for considering and nominating persons to fill vacancies anytime on the Board. The Executive Committee shall rotate appointees in each term cycle.
2. The Nominations Committee will present names and qualifications for the open Board positions which shall be published in the FCCA newsletter not less than thirty days prior to the election date.
3. Any member of FCCA may make further nominations to fill such vacancies, provided such nominations are submitted to the chairperson of the Nominations Committee not less than thirty (30) calendar days prior to the date on which trustees are to be elected, accompanied by a written letter of consent and resume with statement of qualifications from such nominees to serve if elected.

Financial Management Committee

1. The Executive Committee shall appoint and the Board shall approve a Financial Management Committee of no less than three and no more than five members. The

Committee shall include the Board President, Treasurer, such other members of the Board of Trustees as determined by the Executive Committee and at least one member at large.

2. The Committee shall be chaired by the Treasurer.
3. The Committee shall meet at least quarterly and review the financial status of the organization, make recommendation to the Board of Trustees on changes to the annual budget as needed and monitor the status of grants received by the organization.
4. Committee minutes will be submitted to the Board for review and distributed to all Board members.

Appendix D: Physical Plant

In accordance with the provisions of the deed (December 1, 1972) to FCCA's building (Silversmith House, located at 813 Sophia Street, Fredericksburg, Virginia 22401), any alteration to the exterior of the structure or change in the exterior appearance or grounds must be approved by Historic Fredericksburg Foundation, Inc. (HFFI). FCCA will inform HFFI on proposed changes at least 45 days before they are initiated. If HFFI fails to respond to the letter of notification within 45 days, the absence of a response will constitute approval. If HFFI questions the planned changes, work may not proceed until HFFI approval has been obtained. *(See Appendix E: Primary Documents)*

A proposal to sell the physical plant must be presented to all FCCA members at least 30-days prior to the scheduled decision meeting of FCCA members for a vote. Consistent with the deed requirements, if membership vote results in a decision to sell the Silversmith House, the FCCA President shall first inform the HFFI, which shall have first option to purchase the property.

Appendix E: Docent Complimentary Membership Benefit Policy

Docents are volunteers who fill scheduled shifts at the Fredericksburg Center of the Creative Arts during posted hours of operation. They are a resource for information for visitors who are: interested in the history of Silversmith building, learning more about FCCA Arts programs, purchasing Exhibited Arts and products, or linking inquiring visitors with members and artists, and much more.

A Docent is a volunteer unpaid position at the FCCA. The FCCA requires the Docent to uphold their own membership status as current in accordance with the FCCA Membership Chair/Membership Department Membership Policy. Please see the Membership section of By-Laws for up-to-date yearly Membership fees and requirements. However, Docents are eligible for a Complimentary FCCA fiscal year Membership by completing the Docent Membership requirements for individual or family membership as outlined below.

For Single Individual Complimentary Membership (all 4 mandatory requirements must be met):

1. Docent must be listed on the Official Docent Roster.
2. Docent must complete 12 four-hour shifts anytime during the current FCCA fiscal year (October 1 to September 30).
3. Docent must maintain good standing with the FCCA organization and Docent Coordinators.
4. Docent must properly follow current FCCA Docent procedures.

For Family Complimentary Membership (all 4 mandatory requirements must be met):

1. Docent must be listed on the Official Docent Roster.
2. Docent must complete 18 four-hour shifts anytime during the current FCCA fiscal year (October 1 to September 30).
3. Docent must maintain good standing with the FCCA organization and Docent Coordinators.
4. Docent must properly follow current FCCA Docent procedures.

After the Docent meets these requirements and the Docent Coordinators validate completion during the current FCCA fiscal year, the complimentary membership (Single or Family) awards for the following FCCA fiscal year (October 1 to September 30). The Docent can repeat this process by remaining in Active Docent status and by completing the aforementioned requirements. However, if the Docent becomes inactive or dormant status due to medical issue(s), the Docent may still qualify if the 12 or 18 shifts have been met within the FCCA fiscal year.

NOTE: This complimentary membership benefit for Docents only applies to the Docent who performed the work for the single membership or that Docent's immediate family members for the family membership.

Appendix F: Primary Documents

Deed