

# BYLAWS OF PAMLICO COUNTY ARTS COUNCIL, INC.

*A Nonprofit Corporation*

## ARTICLE I - NAME

The legal and perpetual name of this corporation shall be Pamlico County Arts Council, Inc.

## ARTICLE II - OFFICES

The principal office of Pamlico County Arts Council, Inc. (herein after called the Council) shall be in Bayboro, North Carolina, with its mailing address being PO Box 104, Bayboro, NC 28515, or at such other place as determined by the Board of Directors.

## ARTICLE III - PURPOSE AND MISSION STATEMENT

### *Section 1: Purpose*

The purpose of Pamlico County Arts Council, Inc. is to serve as the officially designated, private, non-profit, local arts agency for Pamlico County, North Carolina. Pamlico County Arts Council, Inc. shall provide support for Pamlico County artists and arts organizations, engage in cultural planning for the community, raise funds to support the arts, engage in advocacy and marketing to raise awareness and appreciation for the arts, and develop partnerships and programs to foster the growth of the arts in Pamlico County. Pamlico County Arts Council, Inc. shall be a non-profit, non-partisan, non-sectarian, and non-political organization.

### *Section 2: Mission Statement*

The mission of Pamlico County Arts Council, Inc. is to promote, sponsor and advocate the diversity and growth of all the creative arts in Pamlico County- visual, performing, and literary; to promote the creative arts as vital to the economic growth of Pamlico County; to support and advocate creative arts programs for all students in Pamlico County; to preserve the cultural heritage of Pamlico County; and to raise funds to support these efforts. The PAC has placed great emphasis on bringing the arts to the schools and providing new initiatives county-wide.

## ARTICLE IV - MEMBERSHIP

### *Section 1: Members*

Any individual, agency, or organization, private or public, interested in the purposes and objectives of Pamlico County Arts Council, Inc., may, upon meeting the requirements, which include annual membership dues, be admitted to membership upon approval from the Board of Directors. Memberships expire at the end of each membership year, as determined by the Board, and must be renewed by paying membership dues for the ensuing membership year.

The members of the Council are collectively called the "General Assembly" in the corporation's Articles of Incorporation. The terms "members" and "membership" shall be used herein to have the same meaning.

*Section 2: Annual Meeting*

The annual meeting of the membership shall be held in the Spring, at such time and place as the Board shall determine each year. An annual report shall be presented in the Spring before the new fiscal year begins, reviewing the current year and making such forecasts for the upcoming year as may be reasonable.

*Section 3: Special Meetings*

Special meetings of the membership may be called by the President or two (2) other officers of the Executive Committee upon a ten (10) day written notice, which shall include the purpose for which the special meeting is being called.

*Section 4: Place of Meeting*

Meetings of members shall be held at such a place in Pamlico County, North Carolina, as the Board of Directors shall determine, or at a place outside the County as agreed upon in advance by the Board of Directors.

*Section 5: Non-Renewal of Membership*

Any member may be denied renewal by a majority vote of the Board of Directors present at any meeting for acts that, in the opinion of the Directors, are detrimental to the interests of the Council, or for conduct unbecoming of a Council member. No action shall be taken regarding renewal unless the member is advised in advance and invited to the meeting to voice a defense.

## ARTICLE V - BOARD OF DIRECTORS

*Section 1: Management*

The affairs of the Council shall be managed by a Board of Directors, which shall determine the policies and activities of the Council within the confines of the stated purpose and the mission statement of the corporation, as stated in ARTICLE III of these bylaws. Each Director shall have one (1) vote at a meeting of the Board.

*Section 2: Number & Elections*

The Board of Directors shall consist of ten (10) to twelve (12) members of the Council. The general Board will elect the board executives on an annual basis or as the situation warrants. Directors of the Council shall be individuals representative of Pamlico County, by virtue of their skillsets and residence in the County or by their involvement in a business, agency, or charitable organization operating in the County. The Executive Officers of the Board will be elected by the Board at the annual retreat.

*Section 3: Removal or Resignation*

Any Director may be removed at any time with or without cause by a majority vote of the Board of Directors whenever, in the judgment of the Board, the best interest of the Council shall be served. If a Director is so removed, a new Director may be elected at the same meeting to serve.

Any Director may resign at any time by submitting a written notice to the President.

*Section 4: Ex Officio Agents*

The Board may include town or county governmental officials and individual members of the Council as non-voting, ex officio agents to the Board for counsel or resource information as deemed necessary.

*Section 5: Compensation; Loans*

The Directors shall serve without compensation for their services. The Board of Directors shall not be empowered to lend money or corporate property to any Director, officer, or employee of the Council.

ARTICLE VI - MEETINGS OF DIRECTORS

*Section 1: Regular or Special Meetings*

The Board of Directors shall meet monthly unless the Board deems otherwise, but no less than nine (9) times per fiscal year. No legal notice is required for such regular, monthly meetings, but informal notice will be provided as the last month's minutes are sent out to Directors by the Secretary for approval.

*Section 2: Quorum*

A majority of the Directors shall constitute a quorum for the transaction of Council business. The act of the majority present at a meeting at which a quorum is present shall be the act of the Board of Directors.

*Section 3: Attendance at Meetings*

Directors who are absent from two (2) regular meetings during a fiscal year may be considered for replacement by the full Board for the remainder of their term. Directors are expected to attend all scheduled Board meetings as indicated in Article VI, Section 1, except under the following conditions: (1) illness or emergency, (2) business necessity, and (3) when another Director agrees to substitute for the absent officer with the approval of the President.

*Section 4: Presumption of Assent*

A Director of the Council who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent to the secretary

immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

*Section 5: Minutes*

The Secretary shall cause minutes of each meeting of the Board of Directors to be prepared and shall mail or deliver to each Director, by hand or by electronic mail, minutes of each meeting before the next scheduled Board meeting, in order for Directors to consider them for approval at the next meeting.

*Section 6: Meeting by Telephone or Computer*

Any one (1) or more Directors may participate in a meeting of the Board by means of a conference telephone, computer video/voice conferencing, or similar communications device which allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence in person at such meeting.

*Section 7: Written Action Without Meeting by Directors*

Action taken by a majority of the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

*Section 8: Yearly Planning Retreat*

The Board of Directors may meet annually at a planning retreat scheduled at its convenience, attendance at which shall be required of all Directors. Exemption to attend may be granted on a case-by-case basis by the Officer(s).

## ARTICLE VII - OFFICERS

*Section 1: Number, Qualifications, and Term of Officers*

The officers of the Council shall be a President, a Vice President, a Secretary, and a Treasurer, and any Assistant Secretaries, Assistant Treasurers, and other officers as the Board of Directors may from time to time elect to the extent provided or allowable by the laws of the State of North Carolina. These officers shall be members of the Board and shall be elected by the Board of Directors.

*Section 2: Removal or Resignation*

Any officer may be removed by a majority vote of the Board of Directors whenever, in its judgment, the best interest of the Council shall be served. Any officer may resign at any time by submitting a written notice to the President or, in the event of the President's resignation, to the Vice President.

*Section 3: Duties and Responsibilities*

The duties of the officers shall be such as those usually prescribed to their respective offices, or as prescribed and assigned to them respectively by the Board. Their responsibilities shall be to

exercise the powers expressed in the Articles of Incorporation of the Council to benefit all the citizens of Pamlico County.

*Section 4: President*

The President shall be the chief executive officer of the Council and, subject to the instructions and control of the Board of Directors, shall, in general, supervise and control all of the business and affairs of the Council. The President shall, when present, reside at all meetings of the Board of Directors and of the members. The President may appoint standing or special committees as required or deemed necessary by the approval of the Board and shall present an annual report to the General Assembly members and the North Carolina Arts Council.

*Section 5: Vice President*

At the request of the President or in the event of the President's absence or disability, the Vice President shall preside at all meetings and shall perform such other duties as the President and the Board of Directors may assign. The Vice President shall serve as Chair of one (1) of the standing committees.

*Section 6: Secretary*

The Secretary shall (1) keep the minutes of the annual meeting, special or called meetings, Board meetings, and Executive Committee meetings, (2) archive minutes securely in a location designated by the Board, and (3) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The Secretary shall also be the custodian, with the assistance of the President, of the records, books, reports, statements, certificates, and other documents of the Council other than financial records.

An Assistant Secretary may be elected by the Board to serve in the absence of the Secretary and to have the same duties and restrictions placed on the Secretary. The office of the Assistant Secretary may be created and filled to serve only on a short-term basis during the temporary absence of the Secretary or as an ongoing office at the discretion of the Board.

*Section 7: Treasurer*

The Treasurer shall (1) receive all revenues of the Council and shall keep a complete and accurate account of all funds received and disbursed, (2) keep a full and accurate account of all the finances of the Council in books and/or files especially for that purpose, and archived securely in a location designated by the Board, (3) disburse and deposit funds in accordance with ARTICLE X, (4) assist the President in proposals and reports of funds received and disbursed by local, state and federal agencies, and other sources, (5) be a member of the Finance Committee, and (6) be familiar with Section 501 (c)(3) of the Internal Revenue Code. A financial report is required at all regular meetings of the Board. The Treasurer is jointly responsible for assisting the President in preparing the annual report to the North Carolina Arts Council.

An Assistant Treasurer may be elected by the Board to serve in the absence of the Treasurer and to have the same duties and restrictions placed on the Treasurer. The office of Assistant Treasurer may be created and filled to serve only on a short-term basis during the temporary absence of the Treasurer, or as an ongoing office at the discretion of the Board.

*Section 8: Vacancies*

A vacancy in any office because of death, resignation, removal, or other permanent causes may be filled by the Board of Directors.

ARTICLE VIII - COMMITTEES

*Section 1: Committees*

The Board of Directors, by resolution, may create committees, each of which must be chaired and consist of one (1) or more Directors, and as many members of the Council as the Board shall deem appropriate. Committee responsibilities shall be designated by the President or the Executive Committee.

Committees shall serve at the pleasure of the Board, and the designation of a committee and the delegation of authority to any committee by the Board shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility or liability imposed upon the Board or any individual Director by law.

*Section 2: Executive Committee*

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, one (1) to three (3) Directors appointed by the Board, and ex officio agents as deemed appropriate by the Board. The Executive Committee shall be authorized to develop policy for the Council.

*Section 3: Standing Committees*

In addition to the Executive Committee, four (4) standing committees shall operate continuously. The Council's standing committees shall include, but shall not be limited to, the Finance Committee, the Membership and Fundraising Committee, the Programs and Arts Development Committee, and the Publicity and Marketing Committee.

Each Director shall be an active member of at least one (1) but no more than two (2) standing committees. The President or a designee shall sit as an ex officio member at all standing committee meetings.

*Section 4 Finance Committee*

The Finance Committee shall (1) supervise budgets, finances, grants, and general funding of the Council, (2) keep financial records for the Council, and (3) audit or call for an audit of the financial books at least once annually. The Treasurer shall be a member of the Finance Committee, but as a means of checks and balances, shall not serve as its Chair. A proposed budget and budget report shall be presented to the Board of Directors for approval.

*Section 5: Membership and Fundraising Committee*

The Membership and Fundraising Committee shall (1) process and make recommendations to the Board with respect to applications for membership, (2) seek new members, (3) solicit annual dues from the previous year's membership, and (4) organize, assist, and promote fundraising

events for the Council. Electronic records of the membership and dues paid shall be accurately maintained, and receipts for dues payments shall be mailed or emailed to each member in a timely fashion.

*Section 6: Programs and Arts Development*

The Programs and Arts Development Committee shall (1) create, develop, review, and implement arts programs, events, and projects in literary, visual, and performing arts, (2) seek innovative programs to best serve the County, and research means and methods for funding new projects, (3) monitor and evaluate all arts programs and projects implemented by the Council, and (4) maintain all documents including promotional materials by the Board and grantees or subgrantees, including media releases and printed news clippings, for the financial report to the North Carolina Arts Council. Appendix B shall list the programs currently supported in accordance with these bylaws. The committee shall review the list at a minimum on an annual basis.

*Section 7: Publicity and Marketing*

The Publicity and Marketing Committee shall (1) develop a yearly plan for promoting the activities of the Council, including programs, projects and fundraising (2) be responsible for publicity, advertising, publications, website maintenance, and interpreting to the public the activities and goals of projects and plans of the Council, (3) build public value for the arts in Pamlico County by promoting the arts resources of the County, and (4) assist in contact with the news media, advise and aid in information to the public..

*Section 8: Committee Meetings*

Although it shall not be required that minutes be taken for each committee meeting, except for the Executive Committee, the Chair of each committee shall be responsible for reporting on the activity of each committee at each regular Board meeting.

ARTICLE IX - EMPLOYEES AND AGENTS

This corporation may have such agents and employees as shall be determined and appointed from time to time by the Board of Directors. Duties and responsibilities of such employees shall be assigned and defined by the Board of Directors or Executive Committee. An annual review of such employees shall be made pursuant to the personnel policies of the Council or as directed by the Board of Directors or its Executive Committee.

ARTICLE X - CONTRACTS, LOANS, CHECKS, AND DEPOSITS

*Section 1: Contracts*

The Board of Directors may authorize any officer or officers, agent or agents to enter into a contract or execute and deliver any instrument on behalf of the Council, and such authority may be general or confined to specific instances.

*Section 2: Loans*

No loans shall be contracted on behalf of the Council, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

*Section 3: Checks, Debits, and Drafts*

All checks, debits, drafts, or other orders for the payment of money issued in the name of the Council shall be signed by such officer or officers, agent or agents, of the Council and in such manner as shall from time to time be determined by resolution of the Board of Directors. All debit card transactions shall be promptly reported to the Treasurer in accordance with the procedure approved by the Board.

*Section 4: Deposits*

All funds of the Council not otherwise employed shall be deposited from time to time to the credit of the Council in such depositories as the Board of Directors shall direct.

## ARTICLE XI - GENERAL PROVISIONS

*Section 1: Waiver of Notice*

Whenever any notice is required to be given to any Director by law, by the Articles of Incorporation, or by these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

*Section 2: Manner of Notice*

Notice required under these bylaws may be provided to those entitled to notice by email. Notice shall be deemed given on the day on which the mail is sent, except that any email notice sent after 9:00 p.m. shall be deemed to have been given on the following day. Directors who do not have access to email may notify the Secretary of this fact, and notice shall be provided by U.S. mail, in which case notice shall be deemed given upon deposit of the notice with the U.S. Postal Service, first class, postage-paid.

Directors and members are responsible for providing accurate email and/or U.S. mail addresses to the Council, and notice to the last address provided to the Council by a Director or member constitutes notice to that Director or member.

*Section 3: Fiscal Year*

The fiscal year of the corporation shall be July 1 through June 30, until further action by the Board of Directors.

*Section 4: Parliamentary Procedure*

The proceedings of the corporation shall be governed and conducted according to the latest edition of Robert's Rules of Order.



*Section 5: Amendments*

Except as otherwise provided herein, these bylaws may be amended or repealed and new bylaws may be adopted following the recommendation of such action by a majority of the Directors then holding office provided, however, no amendment, alteration, or rescission shall be made to Article XII of these bylaws as it relates to the prohibition against the sharing of corporate earnings and distribution of assets. No alteration, amendment, or rescission of a bylaw shall be voted upon unless notice thereof has been given in the notice of the meeting or unless all of the members of the Council execute a written waiver of notice stating that action upon the bylaws is to be taken at the meeting, and the original of such waiver shall be recorded in the Minute Book.

*Section 6: Conflict of Interest*

The Directors and officers of the Council shall function in the interest of and for the stated purpose and mission of the corporation. Neither they nor any member of their families shall profit from their actions as Directors or officers. If any conflict of interest should arise, the Director or officer with such conflict shall excuse himself from involvement in any discussion or actions of the corporation related to the area of conflict. Directors and officers shall be informed of this policy.

*Section 7: Indemnification*

Any person who at any time serves or has served as a Director, officer, employee or agent of the Council, or in such capacity at the request of the Council for another corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the Council to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actual and necessarily incurred by him in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative, and whether or not brought by or on behalf of the Council, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine, penalty or settlement for which he may become liable in any such action, suit or proceeding.

The Board of Directors of the Council shall take all such action as may be necessary and appropriate to authorize the Council to pay the indemnification required by this bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him and giving notice to, and obtaining approval by, the members of the Council.

Any person who at any time after the adoption of this bylaw serves or has served in any of the aforesaid capacities for or on behalf of the Council shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

## ARTICLE XII - PROHIBITIONS AND DISSOLUTION

### *Section 1: Prohibition Against Noncharitable Actions*

No Director, officer, committee member, or employee of this corporation shall take any action or shall fail to act in such a manner as to result in a violation of law or the loss of status as a charitable organization under the current interpretation of Section 501 (c)(3) of the Internal Revenue Code.

Notwithstanding any other provisions of these bylaws, this corporation is organized exclusively for charitable, religious, educational, scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

### *Section 2: Prohibition Against Sharing in Corporate Earnings, Promoting Propaganda, and Other Activities Not Permitted For Exempt Organizations*

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue law.

Upon the dissolution of the corporation, the Board of Directors shall after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

## APPENDIX A: REVISIONS AND CHANGES

Note: Original Bylaws Adopted in May 2011

Revision Date (month, year)	Adopted Date (month, year)	Changes
June, 2024		Inclusion of Programs Addendum Addition of Broad Street Gallery (aka BSG) as a program
November 2025	November 2025	Annual Review and Update

**APPENDIX B: PROGRAMS APPROVED AND SUPPORTED BY THE PAMLICO  
COUNTY ARTS COUNCIL**

<b>Program</b>	<b>Status</b>	<b>Agreements</b>	<b>Effective Date &amp; Terms</b>
Broad Street Gallery (BSG)	Active	Memorandum of Understanding (MOU). – Refer to the signed MOU for details.	Jul 2024
Dragon Burn	Active		Ongoing
Arts Mini Grants	Active		Ongoing
Gospel Blues & Rockin' BBQ	Active		Ongoing
Pirate Jam	Active		Ongoing
Student Calendar	Active		Ongoing
Gingerbread Decorating	Active		Ongoing