

THE BRUNSWICK COMMUNITY CONCERT ASSOCIATION, INC.

BY-LAWS

AMENDED AND RESTATED EFFECTIVE JULY 1, 2012

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BRUNSWICK COMMUNITY CONCERT ASSOCIATION, INC.  
(A Non-Profit Corporation)

BY-LAWS

AMENDED AND RESTATED  
EFFECTIVE JULY 1, 2012

ARTICLE I  
NAME AND PRINCIPAL ADDRESS

- Section 1 The name of the corporation shall be the BRUNSWICK COMMUNITY CONCERT ASSOCIATION, INC., a Georgia 501(c)(3) non-profit Corporation, herein after referred to as the ASSOCIATION.
- Section 2 The principal place of the business shall be located in Brunswick, Georgia and/or at such other location(s) as shall later be designated by said ASSOCIATION by resolution of the Board of Directors.

ARTICLE II  
PURPOSE

- Section 1 The general nature and purpose of the ASSOCIATION is:
- A. To build and maintain a permanent concert audience.
  - B. To foster and encourage public appreciation of the arts and its history and to promote cultural growth in the schools of Glynn County and its surrounding areas.
  - C. To provide for the community a variety of quality, diversified professional entertainment at affordable prices.

ARTICLE III  
MEMBERS

- Section 1 Members shall consist of those individuals or businesses who annually subscribe, through payment of the membership fee, to the ASSOCIATION (hereinafter referred to as Members or Membership).
- Section 2 Annual membership fees shall be determined by the Board of Directors.
- Section 3 Each Member is entitled to one vote regarding matters of the ASSOCIATION. Members must cast their vote either in person or via authorized written procedures as determined by the Board of Directors. Voting by proxy will not be permitted.

ARTICLE IV  
MEETINGS

- Section 1 General Membership meetings may be called by the Board of Directors at such time and place as determined by the President, Vice President or Executive Committee.

ARTICLE V  
OFFICERS

Section 1                   The Officers of the ASSOCIATION shall be President, Vice President, Secretary, Treasurer and such additional officers as the Board of Directors may from time to time determine.

Section 2                   Term of Office:  
                                  A. An elected Officer shall preside in office for a term of two (2) years or until a successor has been elected and qualified.  
                                  B. Officers may be re-elected to serve an additional two (2) year term.

Section 3                   Duties and Powers of Officers:

A. The President shall:

1. Serve as Chief Executive Officer
2. Preside at all meetings of Members, the Board of Directors and the Executive Committee.
3. Appoint all committee chairmen and committee members except for members of the Executive Committee.
4. Serve as an ex-officio member on all committees except for the Nominating Committee.
5. Be authorized to sign all financial instruments and contracts on behalf of the ASSOCIATION and be responsible to see that all fiduciary requirements are met.
6. Perform such other duties as usually pertain to this office or as outlined in these By-Laws, or as may be assigned from time to time by the Board of Directors or the Executive Committee.

B. The Vice President shall:

1. Exercise the authority and duties of the President during the President's absence.
2. Serve as a member of the Executive Committee.
3. Be authorized to sign all financial instruments and contracts on behalf of the ASSOCIATION.
4. Have such other authority and duties as may be assigned from time to time by the President, the Board of Directors or the Executive Committee.

C. The Secretary shall:

1. Be responsible for the preparation of formal minutes of the meetings of the Board of Directors and the Executive Committee.
2. Sign such instruments as may require the Secretary's signature.
3. Be authorized to sign all financial instruments and contracts on behalf of the ASSOCIATION.
4. Perform such other duties as usually pertain to this office or as may be assigned from time to time by the President, the Board of Directors or the Executive Committee.

- D. The Treasurer shall:
1. Have custody of the funds of the ASSOCIATION and keep accurate, itemized accounts of all receipts and disbursements.
  2. Disburse the funds of the ASSOCIATION subject to the control of the Executive Committee or the Board of Directors and shall render to the President, the Executive Committee and to the Board of Directors an account of the transactions made by the Treasurer and of the financial condition of the ASSOCIATION.
  3. Ensure the continued qualified status of the organization and the timely filing of reports, returns and documents with the appropriate government agencies.
  4. Be authorized to sign all financial instruments and contracts on behalf of the ASSOCIATION.
  5. Have the financial records available to be audited annually.

ARTICLE VI  
NOMINATIONS, ELECTIONS AND VACANCIES

Section 1

NOMINATIONS:

- A. The Nominating Committee shall consist of three (3) members. The Immediate Past President shall serve as chairman and two other members shall be appointed by the Executive Committee in February of each year. Should the Immediate Past President be unable to serve, then a third member shall be appointed by the Executive Committee and the committee shall elect its own chairman.
- B. The Nominating Committee shall:
1. Nominate a slate of officers consisting of a President, Vice President, Secretary and Treasurer.
  2. Nominate a slate of directors, including new directors and those directors, if any, eligible for re-election.
  3. Present the slate of nominees to the Board of Directors in May of each year. Consent of the nominee shall be obtained in advance of the nomination.
  4. Nominations may be made from the floor at the May meeting providing consent of the nominee has been obtained prior to the nomination.

Section 2

ELECTIONS:

- A. Election and the subsequent installation of Officers shall be at the Board of Directors meeting held in June each year.
- B. The nominee for each office receiving the majority of votes shall be declared elected.
- C. The term of office shall commence July 1<sup>st</sup>.

Section 3

VACANCIES:

- A. Vacancies of Officers and Directors for an unexpired term shall be filled by the Board of Directors based on a slate of nominees

presented by the Nominating Committee within sixty (60) days of the vacancy.

- B. Vacancies on the Nominating Committee shall be filled by the Executive Committee.
- C. Vacancies of Committee Chairman and/or members of any committee shall be filled by appointment by the President.

## ARTICLE VII BOARD OF DIRECTORS

- Section 1
- A. The Board of Directors shall consist of not less than fifteen (15) and no more than twenty-five (25) members plus Honorary Life Members.
  - B. The Board shall consist of the elected officers, directors, committee chairmen and Honorary Life Members.
  - C. Board members shall serve on at least one standing committee during their term.
  - D. Members who have provided valuable and distinguished service to the ASSOCIATION through active participation shall be eligible for Honorary Life Member status.
    - 1. The Executive Committee will award Honorary Life Member status to eligible Member(s) presented by the Nominating Committee.
    - 2. Honorary Life Members shall not be voting members, hold office nor be counted in establishing a quorum.
- Section 2
- Term of Office:
- A. An elected member of the Board of Directors shall serve for a term of two (2) years, or until a successor has been elected and qualified.
  - B. Members of the Board of Directors may be re-elected to serve additional terms.
- Section 3
- The property, business and program of the ASSOCIATION shall be under authority of the Board of Directors.
- Section 4
- The Board shall serve as the Concert Committee for the annual concert series.
- Section 5
- There shall be a minimum of four (4) meetings of the Board per year and such other meetings as the President or the Executive Committee shall determine.
- Section 6
- Meetings of the Board of Directors shall be held at such time and place as determined by the President.
- Section 7
- One-third (1/3) of the voting members of the Board of Directors shall constitute a quorum for the purpose of transacting business at any regular or called meeting of the Board.

ARTICLE VIII  
COMMITTEES

- Section 1                      Executive Committee:
- A. The Executive Committee is comprised of five (5) members; the President, Vice President, Secretary, Treasurer and Immediate Past President.
  - B. The Executive Committee shall be in charge of the affairs of the ASSOCIATION between meetings of the Board of Directors.
  - C. The term of office for the Members of the Executive Committee shall coincide with the members' term as an Officer.
  - D. Meetings of the Executive Committee shall be called by the President at such time and place as the President determines. Written notice and purpose of the meeting are not required.
  - E. Three (3) members of the Executive Committee shall constitute a quorum for transacting business.

- Section 2                      There shall be the following standing Committees comprised of a chairman and members as appointed by the President.
- A. The Concert Committee – Provides the appropriate amenities requested or required by the performers.
  - B. Student Outreach – Promotes education and appreciation of the arts to students in Glynn County and surrounding areas through artist performances.
  - C. Public Relations – Shall inform Members and the general public of the ASSOCIATION's goals by generating publicity and good will throughout the community and surrounding areas.
  - D. Hospitality – Plans and coordinates Member events.
  - E. House Manager – manages venue logistics for successful performances.
  - F. Governance – provide an annual review of governance documents and present updates to the Board of Directors for approval when applicable.
  - G. Talent Selection – Determines a slate of performers to present to the Board for an upcoming season.
  - H. Membership – Shall organize and undertake the annual membership campaign and any other duties that pertain to membership.
  - I. Finance Committee – shall confer with the Treasurer on all fiscal matters that pertain to the ASSOCIATION including but not limited to oversight of income and expenses and investment direction.
  - J. Webmaster – develops and maintains internet communications.

Section 3                      Committees shall include any other Committee as the President may deem prudent and necessary from time to time.

ARTICLE IX  
FINANCES

- Section 1                      A. The books of the ASSOCIATION shall be audited annually by the Finance Committee.
- B. Except for inter-fund transfers, all checks and withdrawals of five

hundred dollars (\$500.00) or more on the ASSOCIATION's financial accounts shall require two (2) out of four (4) signatures.

- C. Signing authority is given to the President, Vice President, Secretary and Treasurer.
- D. Compensation shall not be paid to any Officer or Director.

ARTICLE X  
FISCAL YEAR

Section 1                      The fiscal year of the ASSOCIATION is July 1<sup>st</sup> through June 30<sup>th</sup> and may be changed from time to time in accordance with applicable law, as determined by the Board of Directors.

ARTICLE XI  
PARLIAMENTARY AUTHORITY

Section 1                      Robert's Rules of Order, Newly Revised, shall govern the proceedings of the ASSOCIATION in all cases in which they are applicable and are not inconsistent with these by-laws or any special rules the ASSOCIATION may adopt.

ARTICLE XII  
AMENDMENTS

Section 1                      These By-Laws may be amended at any regular or special meeting of the Board of Directors by the affirmative vote of not less than two-thirds (2/3) of all Members in attendance, providing that the proposed amendments have been appended to and made available with the notice of said meeting. Notices shall be delivered (by U.S. Mail, electronic communication, or any other method available at such time) to the Members at least ten (10) days in advance of said meeting.

The Amended and Restated By-Laws of the Brunswick Community Concert Association, Inc. have been duly presented to the Board of Directors and adopted on this \_\_\_\_\_ day of \_\_\_\_\_, 2012.

\_\_\_\_\_  
Lorene L. Reid, President

\_\_\_\_\_  
Sharon Bolin, Secretary