

# **Britt Society Bylaws**

## **BRITT SOCIETY MISSION STATEMENT**

The Britt Society is organized to provide financial support and volunteer services to Britt Festivals.

## **BRITT SOCIETY MEMBER BYLAWS ARTICLE I**

Section 1. Any person interested in the advancement of the Peter Britt Music and Arts Festival Association shall be eligible for membership in the Britt Society, Inc.

Section 2. There shall be three (3) classes of membership:

- (a) Active Member – One who gives volunteer service to Britt Society activities year round.
- (b) Supporting Member – Inactive member, who pays dues, supports and encourages Britt Society events.
- (c) Honorary Member – Persons chosen because of their service and dedication to the Britt Society. Candidates for Honorary Member shall be nominated by the Membership Committee and shall be submitted to the Board of Directors before being present to the voting membership.

## **ARTICLE II – SOCIETY MEMBER MEETINGS**

Section 1. The regular meeting in October shall be shall generally meet on the fourth Tuesday of October and be known as the Annual Meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business.

Section 2. Special meetings may be called by one-fourth of the active membership, or by the Board President, or by a majority of the Board of Directors.

Section 3. Members shall be notified at least three (3) days prior to any regular or special meeting.

Section 4. Those present at any regular or special meeting shall constitute a quorum.

***[ARTICLE 3-9 pertain only to the Britt Society Board]***

## **ARTICLE III – BRITT SOCIETY BOARD OF DIRECTORS**

Section 1. Six elected officers and five elected directors shall constitute the Board of Directors

Section 2. Six members shall constitute a quorum.

### Section 3. Meeting Information

- A. Regular Meetings: In addition to publishing an annual meeting schedule of the Britt Board of Directors, it shall be reasonable and sufficient notice to send Board Members notice by mail, email, or telephone at least forty-eight hours before a meeting.
- B. Special Meetings: Reasonable notice of time and place of special meetings of the board shall be given to each member in writing.
- C. Proxy Voting: Voting by proxy at meetings of the board shall not be allowed. However, a meeting may be held by telephone and the board members may vote by telephone at such a meeting
- D. In lieu of special meeting or phone meetings, voting can be done via email as long as 2/3 of the officers participate in a vote and any spending commitments are less than \$1,000. There will be a maximum 10-day period for everyone to vote. When voting, board members will ensure that they "Reply All". The President will send a final email reporting the results and how each member voted.
- E. Between regular meetings, the management of the Society shall be entrusted to the Board of Directors.

Section 4: The president, in conjunction with the board, may call a meeting. Between regular meetings, the management of the Society shall be entrusted to the Board of Directors

Section 5. A vacancy in the Board of Directors existing from any cause other than the expiration of a term shall be filled by a majority vote of the Board. A person so elected shall hold office for the unexpired term of the member he or she replaced.

Section 6. The Board of Directors by majority vote of the quorum present may declare the office of Directorship or chairperson vacant upon failure of such member to perform or fulfill the duties required.

Section 7. Qualifications for Directors: (a) shall have been an active member of Britt Society; (b) shall have a grasp of organization procedures; and shall be capable of advising the Board on long term plans and policies.

### **ARTICLE IV – OFFICERS AND DIRECTORS**

Section 1. The officers of the Society shall be President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer and five Directors. The immediate Past President shall automatically become one of the directors.

Section 2. Not later than the regular meeting in March, a nominating committee of three (3) members shall be appointed by the President to nominate officers and directors. Only one member shall be from the Board of Directors.

Section 3. The officers and directors shall be elected to serve for two years or until their successors are elected, and their term of office shall begin at the close of the annual meeting. Before the election at the

annual meeting, additional nominations from the floor shall be permitted. In the event there is only one nominee for an office or directorship, the President may instruct the Recording Secretary to cast an elective ballot for the nominee.

Section 4. No officer or director shall serve for more than two successive terms in the same position, except by the unanimous vote of the Board.

## **ARTICLE V – DUTIES OF OFFICERS**

Section 1. Duties of the President: (a) preside at all Britt Society membership and board meetings; (b) enforce strict observance of the constitution of bylaws; (c) appoint all facilitators and chairpersons of the committees necessary to the business of the corporation, subject to the approval executive board; (d) call for the reports of the committee chairpersons; (e) direct the general business affairs of the corporation; (f) serve as an ex-officio member of all committees with the exception of Nominating Committee; (g) authorize signature of the Society checking and/or savings accounts; and keep the Society checkbook in the anticipated or actual prolonged absence of the Treasurer.

Section 2. Duties of the First Vice-President. (a) perform the duties of the President in the absence of the President; (b) fulfill the unexpired term of the President if needed; (c) act as facilitator of committees as assigned by the President; (d) call for written reports of the assigned committees, providing a copy to the President.

Section 3. Duties of the Second Vice President: (a) perform the duties of the President in the absence of the President and First Vice President; (b) act as facilitator of committees as assigned by the President; (c) call for written reports of assigned committees, providing a copy to the President; and (d) serve as the Parliamentarian.

Section 4. Duties of the Recording Secretary: (a) keep permanent record of the proceeding of all meetings of the general membership and the Board of Directors; (b) provide copies of the minutes to the President as soon as possible following a meeting; and (c) keep attendance records of the monthly Board and membership meetings. In the Recording Secretary and Corresponding Secretary's absence, it shall be the duty of the President to appoint a temporary Recording Secretary.

Section 5. Duties of Corresponding Secretary: (a) conduct the correspondence as deemed necessary by the President of the Board of Directors. (b) In the absence of the Recording Secretary, record the proceedings of the meetings and provide Board members with copies of the minutes as soon as possible following the meeting.

Section 6. Duties of the Treasurer: (a) receive all moneys belonging to the Society and account for the same; (b) pay all accounts recommended and approved by the Board of Directors and retain all of his/her vouchers for audit purposes; (c) submit a written monthly cash flow report to the President of the board. (d) Submit an annual financial statement at the October board meeting. Copies shall be distributed at the annual membership meeting; (e) Serve as a member of the Budget Committee; (f) pay over and deliver to his/her successor all moneys, vouchers, books and papers of the Society; (g) maintain a current list of active supporting and honorary members and shall ensure notices of dues are mailed

annually; (h) arrange for publication and distribution of the membership roster with Volunteer Coordinator; (i) notify Corresponding Secretary of new members so that thank you letters may be mailed to them; (j) surrender to the Board President the checkbook and/or appropriate accounting and vouchers in anticipation of a prolonged absence; and (k) submit all requests for personal reimbursement of money outlaid directly to the President for reimbursement. Only the President may sign the checks which are used for reimbursement to the Treasurer.

Section 7. Duties of the Director: (a) attend all board and membership meetings; (b) advise and assist the officers in setting goals and policies; (c) accept responsibilities for special projects as requested by the President.

#### **ARTICLE VI –COMMITTEES:**

Section 1. Chairperson for each committee shall be appointed by the President.

Section 2. Chairperson shall see that meetings are held as necessary to complete the work of the committees.

Section 3. Committees shall report progress and results of assigned work to the Board of Directors as requested by the President.

Section 4. Committees shall submit written reports to include expense and income of all activities and events to the President to be placed in the permanent files.

Section. 5 Standing Committees shall file annual reports no later than the close of the fiscal year, September 30.

Section 6. Special committees shall file reports within thirty (30) days of completion of their committee project.

Section 7. Committees shall be reimbursed for out of pocket expenses by submitting receipts to the committee chairperson.

#### **ARTICLE VII – WORKING COMMITTEES: created as needed by a majority vote of the board.**

Section 1. Nominating: (a) Chairperson: appointed by the President; (b) confers with the Membership Committee, the Executive Board, and other resources to research skills and talents of potential candidates; (c) prepares a slate of candidates for officers and vacant board positions; (d) notifies the membership of the nominees for officers and directors thirty (30) days prior to the annual meeting; and (e) presents the slate for election to the membership at the annual meeting in October.

Section 2. Bylaws: (a) Chairperson: appointed by the President; (b) Parliamentarian shall be an ex-officio member of the committee; (c) reviews the Bylaws and Standing Rules annually; (d) reviews all proposals for amendment received from the Membership; and makes recommendations to the Society.

Section 3. Budget: 7 (a) Chairperson: appointed by the President; (b) prepares an annual budget and present it to the Board of Directors for approval no later than the October meeting; (c) presents the

proposed budget to the membership no later than the October meeting; and (d) assists the Treasurer, as requested, in preparing quarterly financial reports to the Membership.

#### **ARTICLE VIII – ANNUAL FINANCIAL AUDIT**

Section 1. Financial records of the Society shall be audited by an internal audit committee consisting of three (3) board members, not including the Treasurer.

#### **ARTICLE IX PARLIAMENTARY AUTHORITY**

Section 1. The rules in the current edition of Robert’s Rules of Order Newly Revised, 11th Edition govern the Society to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order of the Society.

#### **ARTICLE X – AMENDMENT OF BYLAWS**

Section 1. These Bylaws can be amended at any regular meeting of the Society by a two-thirds vote of those in attendance, provided that the amendment has been submitted at the previous meeting.

#### **ARTICLE XI: PERSONAL LIABILITY OF BOARD MEMBERS**

Section 1. The members, Directors, and Officers of the Britt Society shall not be personally liable for any debt, liability, or obligations of the Britt Society. All persons, Britt Society, or other entities extending credit to, contracting with, or having any claim against the Britt Society may look only to the funds and property of the Britt Society for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the Society.

Bylaws amended March 26, 2019