

The Weatherford Arts Council Association was incorporated as an Oklahoma non-profit organization on October 19, 1993 with a document signed by its founding officers: Rose Ratcliffe, Patricia Morrison, Michael Connelly, and John Hays. The original by-laws for the organization, adopted on January 25, 1994, are listed below with no changes except corrections marked in [square brackets] to account for missing words or punctuation errors. Alterations from the original by-laws—brought about by formal votes of the membership and/or by common practice—are marked in endnotes. The original document containing the By-laws is in the possession of the current President of the Association.

By-laws of the Weatherford Arts Council Association

Article I—Name

The name of this non-profit corporation[,] as provided [in] its Articles of Incorporation, shall be the Weatherford Arts Council Association.

Article II—Location

The principal office of this Association shall be located in the city of Weatherford, Custer County, Oklahoma.

Article III—Purpose

Section 1: This body shall be a non-profit cultural and educational organization to support, encourage, coordinate, and promote activities and programs in the arts and humanities in Weatherford and its surrounding communities.

Section 2: It shall foster greater understanding and appreciation by all people of Weatherford and its surrounding communities of the fine, applied, and performing arts and the humanities.

Section 3: The Corporation is not formed for pecuniary or financial gain[,] and no part of the assets, income, or profits of the corporation is distributed to, or inures to, the benefits of its directors or officers.

Article IV—Membership

Section 1: Qualifications

- a.) Organizational. Any properly constituted organization which is qualified under section 501 of the Internal Revenue Code shall be eligible for organizational membership.
- b.) Individual. Any individual shall be eligible for individual membership.
- c.) Business. Any business or for-profit corporation shall be eligible for a business membership.

Section 2: Voting

Each class of member shall be entitled to one vote at any general membership meeting. Routine business shall be transacted by a majority vote of the members in attendance.

Section 3: Meetings

- a.) An annual meeting shall be held on the first Monday of April of each year.ⁱ Members shall be provided a notice of reminder of the annual meeting at least two weeks in advance of the meeting. The annual meeting shall be for the purpose of electing members of the Board of Directors in accordance with the provisions of these by-laws and transacting such business as may properly come before the meeting.
- b.) A meeting of the general membership may be called during the year by the President of the Board of Directors or by request of at least 20% of the members.

Section 4: Procedures

Meetings shall be conducted using Robert's Rules of Order as a procedural guide.

Section 5: Membership Fees

Dues, if any, shall be determined by recommendation of the Board of Directors and by approval at the annual meeting of a simple majority of the members present and voting. No person shall be denied membership on the basis of race, color, sex, disability, or national origin.

Article V: Governance

Section 1: The management of the affairs of this Association shall be vested in the Board of Directors consisting of not less than five (5) and not more than fifteen (15) members, to be elected in the first annual meeting of the general membership, according to [S]ection 4 of this article.

Section 2: The Board of Directors shall have full responsibility for the management of the business of the Association. It shall determine the policies governing the administration and operation of the Association. It shall have full responsibility for the financial affairs and for the ethical and professional standards of the Association.

Section 3: A nominating committee appointed by the acting President shall prepare a slate of candidates for the Board of Directors, including the officers. The slate shall be presented to the general membership for election at the annual meeting. Independent nominations may be made with the prior consent of the nominee.

Section 4: All members of the Board of Directors subsequent to those originally named incorporators shall be elected at the annual meeting of the general membership. The term of office shall be two (2) years[,] with one half of the first Board to serve one (1) year terms and one half of the first Board to serve two (2) year terms.

Section 5 (Removal): A member of the Board who misses three (3) meetings during his or her term without having been excused by the Board at any meeting at which that director is absent shall be deemed to have resigned as a member of the Board and shall cease to be a member thereof.

Section 6 (Vacancies): The nominating committee shall present to the Board candidates for vacancies to fill unexpired terms who shall, upon election by the Board, assume their positions, at the next Board meeting, [for] the durations[s] of the unexpired term[s].

Section 7 (Quorum): A quorum shall consist of not less than one half of the current members of the Board.

Section 8 (Meetings): The date of each regular meeting of the Board will be set by the Board. The Board shall hold not less than two (2) regular meetings each calendar year. Other meetings may be called by the president at the request of [at] least two members of the Board.

Article VI—Officers

Section 1: The officers of this Association shall serve as the Executive Committee of the Board of Directors, and the said Executive Committee shall be empowered to act on behalf of the board during periods of adjournment.

Section 2: The officers of this Association shall consist of a President, Vice President, Secretary, and Treasurer, each of whom shall be elected for a term of two (2) years.

Section 3: The duties of the officers of the Association shall be those that usually pertain to their respective offices [] or are assigned to them as deemed advisable by the Board.

Article VII—Staff

The Board shall have the power to hire such staff as it deems necessary for the operation of the Association.

Article VIII—Committees

Section 1:

- a.) Standing committees shall include the executive committee and the nominating committee.
- b.) The Board shall have the power to create any committee deemed necessary, either as a standing committee or special committee, and shall have the power to appoint a chairperson of any committee or to delegate such appointive powers to any other appropriate member. The president shall be an ex-officio member of every committee except the nominating committee.ⁱⁱ

Section 2: The nominating committee shall be appointed by the President and approved by the Board three months prior to the annual general membership meeting to investigate the qualifications and availability of persons who might serve as officers and members of the Board. The nominating committee shall report its recommendations at the annual general membership meeting. The

nominating committee shall remain a standing committee for one year and follow the same procedure at times specified by the President in connection with elections to fill vacancies in office according to Article V[,] section 6.

Article IX—Financial Matters

Section 1: No funds of the Association shall be deposited in any name except that of the Association[,] and no funds of the Association shall be invested without authority of the Board.

Section 2: The fiscal year of the Association shall be the calendar year.

Section 3: No part of the income of the Association shall ever be distributed to its Directors or Officers.

Section 4: The books and records of the Association shall be open for inspection to the members at any reasonable time. The books and records may be audited by a committee of the Association [] or [] by an independent auditor as deemed appropriate by the Board or a majority of the general membership.

Article X—Tax Exempt Status

It is anticipated that the Weatherford Arts Council Association will qualify as a tax[-]exempt organization under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law)[] and [] that all membership dues, gifts, donations, memorials, and bequests shall qualify as charitable deductions under the proper sections of the Internal Revenue Code.ⁱⁱⁱ

Article XI—Amendments

The By-laws of this Association may be amended or revised by the affirmative vote of at least two thirds of the membership present at an annual meeting [] provided that a notice of any such meeting containing the proposed amendments or revisions be provided to the membership at least two (2) weeks prior to the meeting.

Article XII—Dissolution

In the event of the dissolution of the Association, all assets shall be transferred to the City of Weatherford.

Adopted this 25th day of January, 1994 in the City of Weatherford, Oklahoma at its first general meeting.

Signatures of those present at this meeting:

s//Michael Connolly

s//Francis Moran

s//John M. Hays
s//Selsa Wanek
s//Elgenia French
s//Rose Ratcliffe
s//Jay Schomp

s//Jeanine Berrong
s//Patricia Morrison
s//Michael L/ Flynn
s//Pat Sturm
s//Bo Lightfoot

Endnotes

ⁱ The term “annual meeting” implies here and elsewhere that the general membership meets just once a year. In practice, the Association regularly meets ten times each year, on the fourth Tuesday of each month except July and December. This note also pertains to Article V, Section 8 of the By-laws. Nevertheless, the April meeting of even-numbered years is the meeting at which new officers are elected. (Also, members are notified of upcoming meetings one week in advance of the meeting.)

ⁱⁱ Over the years, the Board has created several standing committees, including Planning, Education, and Projects (PEP) Committee (formerly the Long-range Planning Committee), the Scholarship Committee, the Grants Committee, the Membership Committee, and the Publicity Committee.

ⁱⁱⁱ This outcome anticipated by the founders was realized, and donations to the Weatherford Arts Council Association are tax deductible.