

**Bylaws of Crossroads Arts Alliance**  
**(A Virginia Non-Profit Corporation)**

**ARTICLE I – NAME**

**Section 1.** The name of the organization shall be Crossroads Arts Alliance, a Virginia 501(c)(3) non-profit corporation, tax identification number, 93-2611414, hereinafter called “the Alliance.”

**Section 2.** The principal office of the Alliance shall be 8271 Shimmering Rock Road, Gainesville, VA 20155. The principal office may be changed as the board of directors shall designate or as the affairs of the Alliance shall require.

**Section 3.** The fiscal year of the Alliance shall begin on January 1 and end on December 31 of the same year.

**Section 4.** The Alliance shall be registered as a Virginia non-profit corporation.

**ARTICLE II – PURPOSE**

**Section 1.** The purpose of the Alliance is to cultivate the historic Crossroads communities by providing experiences in the arts that inspire, engage, educate, and entertain. The Alliance will support and promote public awareness, interest, and knowledge of the arts for the enhancement of Alliance members and the community at large.

**Section 2.** The purposes for which the Alliance is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code.

**Section 3.** Notwithstanding any other provision of these bylaws, this organization shall not conduct any activities not permitted by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE III – MEMBERSHIP**

**Section 1.** The Alliance shall have three types of membership, to include:

- a. Regular membership,
- b. A discounted regular membership for students currently enrolled in either public or private schools within the Commonwealth of Virginia, and seniors over age 65; and,
- c. Patrons.

**Section 2.** The cost of annual dues shall be determined by the board of directors. Memberships may be purchased at any time of the year, and they shall expire one year after the receipt of the initial payment of dues and may be renewed annually.

**Section 3.** The board of directors shall determine the benefits that accrue to members and shall ensure that they are equitable and in the best interest of the Alliance.

**ARTICLE IV – BOARD OF DIRECTORS**

**Section 1.** The board of directors shall consist of twelve (12) members who receive no compensation for participation. All must be residents of the Commonwealth of Virginia.

**Section 2.** Board members shall serve two-year terms, as identified in Article V, and are eligible for re-election for up to two consecutive terms in that position.

**Section 3.** The officers of the board shall be the president, vice president, secretary, and treasurer. Additional board members shall be elected to lead the standing committees listed in Article VIII and shall include program planning, program operations, communications, fundraising, and membership chairpersons. There will also be three (3) board members at large.

**Section 4.** All twelve (12) members of the board of directors shall be Alliance members in good standing and have one vote each.

**Section 5.** The board of directors shall perform all the duties prescribed in the bylaws. Board officers may expend no more than \$100.00 of Alliance funds without prior board approval.

**Section 6.** The board of directors by vote can assign additional duties to any board member if necessary and can establish and oversee committees to accomplish certain tasks.

**Section 7.** Alliance arts programs and activities are implemented at the discretion and vote of the board of directors.

**Section 8.** The quorum of the full board of directors is seven (7). In the event of board vacancies, a simple majority of the existing board members will constitute a quorum.

**Section 9.** A board member may resign via written notification to the president. Notification of the resignation shall be reported to the board no later than the next meeting.

**Section 10.** A board member may be removed from office without prior notice by a vote of the board, if they are deemed by an officer to have not fulfilled their duties, are a disruption, or after excessive unexcused absences. They must be notified in writing and be advised that they can appeal to the board of directors at the next board meeting.

**Section 11.** If a board member is unable to fulfill their duties, the president shall appoint a replacement.

## **ARTICLE V – DUTIES OF THE BOARD OF DIRECTORS**

Board members shall prepare a written report for each board meeting and send the report electronically to all board members prior to each meeting. These reports will be included in the exhibits of the minutes kept by the secretary.

**Section 1.** President. The president shall:

- a. Convene regularly scheduled monthly meetings.
- b. Set the agenda and provide the board of directors with a written agenda via email at least one (1) day before each board meeting.
- c. Conduct organized meetings according to Robert's Rules of Order.
- d. Lead the development and the implementation of the Alliance's strategic plan.
- e. Ensure appropriate collaboration and communication both within the Alliance and the community the Alliance serves.
- f. Provide to the board complicated, detailed information which will be voted upon at least five (5) days prior to the meeting.

- g. Ask the board for agenda items which may be included in the meeting agenda at the president's discretion.
- h. The president shall serve a two-year term which expires December 31<sup>st</sup> of each odd-numbered year.

**Section 2.** Vice President. The vice-president shall:

- a. Serve as a trusted advisor to the president.
- b. Conduct meetings when the president cannot.
- c. Serve on committees and chair reoccurring committees as necessary.
- d. Have other duties as prescribed by the president and board of directors.
- e. Review outcomes, measuring performance effectiveness.
- f. Assist the president in identifying and recruiting new board members.
- g. Update the bylaws when necessary.
- h. Facilitate improved board communications when necessary.
- i. If the president resigns or is unable to carry on their duties, the vice president will become president and a new vice president will be elected by the board of directors.
- j. Serve a two-year term which expires December 31<sup>st</sup> of each even-numbered year.

**Section 3.** Secretary. The secretary shall:

- a. Be responsible for keeping records of board actions, including minutes of all board meetings.
- b. Distribute minutes to each board member.
- c. Receive communications and queries about the Alliance and respond to them or forward them to the appropriate board member to do so.
- d. Maintain and update the board's common online workspace.
- e. Maintain usernames, passwords, account numbers, and any other essential access information for non-fiscal accounts.
- f. The secretary, the president and the treasurer shall keep in their possession important legal papers such as the non-profit incorporation, tax status documents, and insurance policies.
- g. Serve a two-year term which expires December 31<sup>st</sup> of each even-numbered year.

**Section 4.** Treasurer: The treasurer shall:

- a. Keep accurate records of financial transactions of the Alliance.
- b. Prepare and distribute monthly financial reports at the regular board meetings.
- c. Maintain the Alliance's bank accounts.
- d. Receive and deposit money in the bank account of record.
- e. Pay expenses and reimbursements accompanied by a receipt and completed expense form.
- f. Reconcile revenues and expenses with actual receipts and income reports each month.
  - 1) Close the books at the end of the fiscal year.
  - 2) Complete and submit reports, legal, and corporate filings required by the Commonwealth, Internal Revenue Service, and insurance carrier in a timely manner.
  - 3) Store all records, bank statements, and other financial documents as required by law.
  - 4) Maintain usernames, passwords, account numbers, and other essential fiscal access information.
  - 5) Collaborate with board members to ensure that forms for events, classes, and programs incorporate necessary fiscal details.

- 6) Nominate an auditor to audit the finances of the Alliance and who will provide a written statement as to their findings. The auditor will be compensated in an amount approved by a vote of the board.
- 7) Serve a two-year term which expires December 31<sup>st</sup> of each odd-numbered year.

**Section 5.** Program Planning Chairperson. This chairperson shall:

- a. Collaborate with the board to ensure a clear vision for the events of the coming year.
- b. Work collaboratively with the program planning committee to reach consensus on programs that fulfill the Alliance's vision for each quarter.
- c. In planning Alliance events, collaborate with artists, instructors, agencies, and performers, to obtain the necessary information to create the draft calendar.
- d. Work closely with the program operations, communications, and fundraising chairpersons to finalize a proposed calendar for the quarter. Upon concurrence by these chairpersons the proposed calendar shall be presented to the board for approval. Without such concurrence, the officers of the board will resolve any discrepancies.
- e. The approved calendar is then handed off to the program operations chairperson for implementation.
- f. Continue long-term strategic planning for the next quarter and beyond.
- g. Serve a two-year term which expires December 31<sup>st</sup> of each even-numbered year.

**Section 6.** Program Operations Chairperson. The program operations chairperson shall:

- a. Given the board approved calendar, collaborate with appropriate chairpersons to implement specific tasks necessary to successfully complete each planned event. Create all forms and processes needed for implementation. Work with the program operations committee to implement each program.
- b. Communicate effectively to all agencies and individuals involved with the implementation of all programs.
- c. Use appropriate forms or technology to collect and disseminate all required information necessary to post, market, and conduct programs.
- d. Keep accurate records, schedule access and staffing for various facilities, collect monies, and record all revenue and expenditures for all events.
- e. Submit all monies raised, with appropriate form, to the treasurer for deposit.
- f. Serve a two-year term which expires December 31<sup>st</sup> of each odd-numbered year.

**Section 7.** Communications Chairperson. The Communications chairperson shall:

- a. Provide leadership to the website, newsletter, social media, and marketing efforts for the timely accomplishment of the Alliance's goals.
- b. Ensure all classes, events, and program information are posted on the Alliance's website and approved social media platforms, in the order in which they occur in the approved calendar, beginning no later than one month prior to the event. Repetition across different media platforms and dates is required.
- c. Ensure production and distribution of the monthly Alliance electronic newsletter occurs on a timely basis. The newsletter shall include news of the Alliance and its members, scheduled meetings, activities, functions, and reminders.
- d. Identify, obtain and implement appropriate technologies to support organizational communications for the various functions of the Alliance.
- e. Design, order, and maintain an inventory for all approved Alliance branded merchandise.
- f. Create graphics for Alliance shows and events, as directed by the board.

- g. Serve a two-year term which expires December 31<sup>st</sup> of each even-numbered year.

**Section 8.** Fundraising Chairperson. The fundraising chairperson shall:

- a. Provide leadership to the fundraising committee.
- b. Set fundraising goals, develop strategies to strengthen recruitment, and encourage new and ongoing contributions.
- c. Research and apply for grants.
- d. Work with the programs operations chairperson to prepare for all fundraising events.
- e. Manage all fundraising activities for the Alliance and keep accurate records.
- f. Submit all monies raised, with appropriate form, to the treasurer for deposit.
- g. Serve a two-year term which expires December 31<sup>st</sup> of each odd-numbered year.

**Section 9.** Membership Chairperson. The membership chairperson shall:

- a. Recruit Alliance members and patrons to grow the membership of the organization.
- b. Maintain overall familiarity of the membership to best align their interest with the goals of the organization. Use this familiarity to maximize effective volunteer utilization for staffing all Alliance events.
- c. Collaborate with the program operations chair, the communications chair, the fundraising chair, and other board members as needed.
- d. Keep a timely and accurate electronic list of all Alliance members and their membership renewal date. Inform members, in writing, when it is time to renew their membership.
- e. Serve a two-year term which expires December 31<sup>st</sup> of each odd numbered year.

**Section 10.** Members at Large. The Alliance shall have three (3) members at large that will be members of one or more committees depending on their skills and interests. They will each serve two-year terms expiring on December 31<sup>st</sup> of their second year on the board.

## **ARTICLE VI – ELECTION OF THE BOARD OF DIRECTORS**

**Section 1.** Board members shall be elected at the December board meeting in the year in which their predecessors' terms expire.

**Section 2.** Publication of open board positions will be sent out to all Alliance members in September. Applications for open positions will be accepted for consideration until November 1st.

**Section 3.** At the board meeting in September a nominating committee of no less than three and no more than five Alliance members in good standing will be formed. This committee will operate under the leadership of a board member and will nominate candidates for the open board positions for the upcoming year. These will be presented to the board at the November meeting.

**Section 4.** Candidates shall be presented and voted on at the December board meeting. If the slate is unopposed board members can be elected by a simple majority of board members present.. If additional nominations are proposed there will be a secret written ballot for each board position challenged, and a simple majority of those board members present will determine the winner.

**Section 5.** Those elected will serve for a term specified in Article V, beginning January 1 of the upcoming year, and may be re-elected up to two consecutive terms.

**Section 6.** If a board seat becomes vacant during the year, the board can select another person by a majority vote of the board.

## **ARTICLE VII – MEETINGS and VOTING**

**Section 1.** The board shall meet monthly. The general membership shall meet yearly. The agenda, place, and time for each, shall be established by the board of directors. All board meetings shall be open to the general membership.

**Section 2.** The December board meeting is the annual meeting to elect and install board members for the term beginning January 1<sup>st</sup>.

**Section 3.** The president with the concurrence of one other officer of the board may cancel a scheduled meeting due to unforeseen circumstances. The president must notify the board members of the change as soon as possible. Another meeting may be scheduled to conduct the postponed Alliance business.

**Section 4.** In general, the board will meet in person. If necessary, a virtual meeting is permitted where board business will be conducted as usual.

**Section 5.** Voting shall occur at monthly board meetings. Board members must be in attendance, either virtually or in person, to cast a vote. Proxies are not allowed. A quorum of the full board of directors is seven (7), a simple majority. When vacancies occur, a simple majority of current board members will constitute a quorum. If in the opinion of the president, there is an item that needs a board vote prior to the next scheduled meeting, the president or their designee, may inform the board via email, conduct the vote, and record the resulting board vote in writing. The results will be reported at the next scheduled board meeting and included in the minutes of that meeting.

## **ARTICLE VIII – STANDING COMMITTEES**

The five (5) authorized standing committees of the Alliance are:

- Program Planning
- Program Operations
- Communications (as determined necessary by the chairperson)
- Fundraising
- Membership

**Section 1.** In addition to the Alliance’s standing and reoccurring committees, ad hoc committees may be established by the board of directors to accomplish tasks deemed important for as long as it takes to accomplish that task. Both reoccurring and ad hoc committees shall terminate with the completion of their assigned tasks.

**Section 2.** The president and vice-president shall be ex-officio members of all committees.

**Section 3.** Committee members must be Alliance members in good standing. Appointment to the committees is made by the respective committee chairs with concurrence of the board.

**Section 4.** If there are expenses for any committee function, a financial budget must be presented to the board of directors before any event can be approved by the board.

## ARTICLE IX – REOCCURRING COMMITTEES

The three (3) reoccurring committees of the Alliance are:

- Bylaws
- Nominations
- Scholarships

**Section 1.** These committees are established by the board of directors to accomplish specific tasks for as long as it takes to accomplish the task, at which time the committee shall terminate. The Board shall appoint one member of each reoccurring committee as chairperson.

**Section 2.** The bylaws committee shall meet as needed to write and/or edit the current bylaws to be presented for a vote by the board of directors.

**Section 3.** The board nomination committee is described in Article VI of these bylaws.

**Section 4.** The scholarship committee shall develop a yearly process for the awarding of one or more scholarships to community youth involved in the arts.

## ARTICLE X – PARLIAMENTARY AUTHORITY

The current edition of Robert’s Rules of Order shall generally govern the meetings when not inconsistent with the bylaws or any rules of order adopted by the Alliance.

## ARTICLE XI – DISSOLUTION OF THE ASSOCIATION

Should the board vote to dissolve the Alliance, all monies and properties, real or otherwise, shall be transferred, by a vote of the board, to a non-profit organization such as a museum, orchestra, or art association with established tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE XII - AMENDMENTS

These bylaws can be amended at any regular meeting of the Alliance by a majority vote of those present providing there is a quorum of the board of directors present. The amendment must have been submitted to the membership at a meeting or through the newsletter thirty (30) days prior to a vote. These bylaws shall be reviewed every two years and amended as appropriate.

Adopted on this date: \_\_\_\_\_

Signed by the President: \_\_\_\_\_