

**BYLAWS
OF THE
WISCONSIN ARTS BOARD**

REVISED December 6, 2019

ARTICLE I. NAME

Section 1. The name of this organization shall be the Wisconsin Arts Board as provided by Chapter 41, subchapter 4 of the Wisconsin Statutes, hereinafter referred to as the "Board."

Section 2. The principal office of the Board shall be located in the State of Wisconsin at a place designated from time to time by the Board. The Board may have such other offices within the State as the Board may designate or as its business may require.

ARTICLE II. PURPOSES

Section 1. The Board shall encourage and assist freedom of artistic expression.

Section 2. The Board shall continually study the artistic and cultural activities within the state.

Section 3. The Board shall assist arts activities in the state.

Section 4. The Board shall foster public interest in and support of the arts in Wisconsin.

Section 5. The Board shall assist communities in creating and developing their own arts programs.

Section 6. Plan and implement grants and technical assistance to groups, or in appropriate cases, individuals of exceptional talent engaged in or concerned with the arts.

Section 7. The Board shall administer the maintenance, conservation and deaccessioning of works of art in public places acquired through the percent for art program in accordance with the provisions of the Wisconsin Statutes.

ARTICLE III. RESPONSIBILITIES AND POWERS

Section 1. The Board shall be responsible for formulation of the policies of the agency.

Section 2. The Board shall be empowered to perform the following acts which shall be deemed to be in addition to and not exclusive of any other acts necessary or incidental to the achievement of the purposes of the Board as set forth in Article II.

- a. Hold public hearings.
- b. Enter into contracts with individuals, foundations, corporations, governmental agencies, and other organizations or institutions for services or endeavors furthering the objectives of the Board's programs.
- c. Accept gifts, grants, and bequests of funds from individuals, foundations, corporations, governmental agencies, and other organizations or institutions.
- d. Request and receive of any governmental agencies of this state such assistance, information, and advice as will enable it to carry out its powers and duties.
- e. Receive and disburse all funds made available to the Board by the National Endowment for the Arts, Arts Midwest, or any other regional arts agency, or by any successor agency or agencies.

Section 3. The above are subject to federal, state and local rules, regulations, and statutes.

ARTICLE IV. MEMBERSHIP

Section 1. Membership

The Board shall consist of those persons lawfully appointed in accordance with the statutes of the State of Wisconsin.

Section 2. Attendance

- a. Board members are expected to attend all Board meetings and meetings of committees to which they are assigned.
- b. Absences may be excused at the discretion of the Chairperson after receipt at the offices of the Board within ten (10) days after the meeting of a written explanation of the absence.
- c. For the purpose of this Article IV, Section 2, presence at less than fifty percent (50%) of the working session of any duly called meeting of the Board shall not be considered to constitute attendance.
- d. A member is expected to make every effort to attend Board-sponsored events held in their section of the state.

Section 3. Compensation of Members

Board members shall not be entitled to compensation for their services, but shall be entitled to reimbursement for actual and necessary expenses incurred in the performance of duties as members.

Section 4. Conflict of Interest

- a. No Board member shall be a direct recipient of a grant.
- b. Any member of the Board with a direct financial or employment interest relating to any grant application

before peer review panels or advisory committees, will inform the Board of such an affiliation prior to the review of grant applications.

- c. A member shall absent himself or herself from any discussion or vote on any proposal relating to an organization with which the member has an affiliation.
- d. Affiliation, defined. Affiliation with an applicant includes:
 - i. receipt of direct financial benefit from the applicant organization or project being reviewed;
 - ii. serving as an employee or governing board member of an applicant organization being reviewed;
 - iii. serving with or without payment as a consultant to an applicant on the applications being reviewed;
 - iv. familial relationship with an applicant or staff or board member of an applicant organization;
 - v. recent receipt of free tickets or other benefits from an applicant being reviewed.
- e. An “associations with cultural organizations” form is retained on file and reviewed annually for each board member.

ARTICLE V. OFFICERS

Section 1. Officers

The officers of the Board shall be a Chairperson, Vice Chairperson, and Secretary, elected by the Board for one year beginning May 1 and ending on the following April 30 or until a successor has been elected. If both the Chairperson and Vice Chairperson are unable to fulfill the term, the Executive Committee shall appoint an acting Chairperson to be confirmed by the full Board at its next meeting.

Section 2. Duties of the Chairperson

- a. The Chairperson shall be responsible for implementing the Board's policies and for executing its decisions.
- b. As chief executive officer of the Board, the Chairperson shall: preside at all meetings of the Board and its Executive Committee, appoint the committee chairpersons, and with the consent of the Board, appoint the members of all committees except the Executive Committee. The Chairperson may serve as a voting member of all committees except the Nominating Committee.
- c. The Chairperson, or their delegate, shall serve as the chief spokesperson for the Board.

Section 3. Duties of the Vice Chairperson

In the absence of the Chairperson or in the event of their inability, refusal, or other failure to act, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all restrictions of the office.

Section 4. Nominations

The Board shall elect a Nominating Committee to be composed of three (3) members whose duty shall be to nominate one or more candidates for Chairperson, Vice Chairperson, Secretary, and one at-large members of the Executive Committee. The second at-large member of the Executive Committee is the Budget/Finance Committee chair, by virtue of their position. One member of the Nominating Committee shall be designated as its chairperson.

Section 5. Election

- a. The officers shall be elected at a duly convened Annual Meeting at which at least a majority of the members are present.
- b. The Nominating Committee shall present its slate of candidates to the membership at least ten (10) days prior to the Annual Meeting.
- c. Nominations from the floor shall be called for immediately following the report of the Nominating Committee. No nominations may be submitted without the consent of the nominee.
- d. If there is more than one candidate for an office, the election will be by secret ballot and all of the officers will be voted on separately.
- e. Failing the election of any officer by a majority of members present, another election shall be held within thirty (30) days of the date originally scheduled for the Annual Meeting.

Section 6. Removal of Officers

Any officer of the Board may be removed from their capacity as officer by a vote (written ballot) of two-thirds (2/3) of the total members of the Board at a duly convened meeting of the Board.

ARTICLE VI. MEETINGS

Section 1. Regular Meetings

- a. Regular meetings of the Board shall be held at least four (4) times during the fiscal year.
- b. Meetings of the Board, regular or special, shall be held at such place or places within the State of Wisconsin

as shall, insofar as practicable, be convenient to members. All meetings of the Board and the Executive Committee shall be open to the public except those dealing with the evaluation and/or compensation of personnel.

- c. The Board may permit any or all directors to participate in a regular or special meeting or in a committee meeting of the board by, or to conduct the meeting through the use of, any means of communication by which any of the following occurs:
 - i. All participating directors may simultaneously hear or read each other's communications during the meeting.
 - ii. All communication during the meeting is immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.
- d. If a meeting will be conducted through the use of any means described in par. (c), all participating directors shall be informed that a meeting is taking place at which official business may be transacted. A director participating in a meeting by any means described in par. (c) is considered to be present in person at the meeting for the purposes of Section 3 below. If requested by a director, minutes of the meeting shall be prepared and distributed to each director.
- e. Written notice of all meetings shall be given to all members at least twenty-four (24) hours previously thereto.
- f. A regularly scheduled or properly called meeting may not be canceled after notice thereof has been given to the members. It may, however, be adjourned in accordance with Section 3 below.

- g. The members present at a duly called meeting at which a quorum is present may continue to do business until adjournment.
- h. The Board shall act only by a vote of a majority of members present at a duly convened meeting of the Board.
- i. Meetings of the Executive Committee may be held whenever required to fulfill the purposes and duties of the Board after proper notice.
- j. The first order of business at any meeting shall be approval of the agenda.

Section 2. Annual Meeting

- a. The Annual Meeting shall be held prior to May 1 of any year at a duly convened meeting at which at least two-thirds (2/3) of the members are present.
- b. Such Annual Meeting shall be for the purpose of electing officers and the Executive Committee, after which it shall become a regular meeting.

Section 3. Quorum

- a. A quorum for regular and special meetings of the Board and the Executive Committee shall consist of a majority of the members.
- b. With the prior approval of the Chairperson and the acquiescence of a majority of the members present, a member may participate in a meeting by telephone and shall be deemed to be present for purposes of this Section 3.
- c. In the absence of a quorum, any meeting may be adjourned from time to time by a vote of the majority of the members present, but no other business may be

transacted. In any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally noticed.

ARTICLE VII. VOTING

Section 1. Each Board member is entitled to one vote, but the Chairperson shall vote only in case of a tie on any question voted on by the Board. No member of the Board may assign, grant a proxy, or in any way delegate their vote to any other person.

Section 2. All voting shall be held at the duly convened meetings of the Board, and no vote shall be valid which is made other than at a duly convened meeting of the Board.

ARTICLE VIII. PANELS

Section 1. The Chairperson will approve the staff's appointment of advisory evaluation panels to review and evaluate requests for grants in aid.

Section 2. Each panel will have a Board member as its nonvoting chairperson and shall consist of three (3) or more persons recognized in the discipline or disciplines appropriate to the panel.

Section 3. Up to two (2) members of the general public may be appointed to serve as additional voting members of each panel.

ARTICLE IX. COMMITTEES

Section 1. Committees

- a. The Standing Committees of the Board shall consist of:
 1. Executive Committee

2. Budget and Finance Committee
 3. Personnel Committee
 4. Strategic Planning Committee
 5. Nominating Committee
 6. External Relations Committee
- b. Other committees (e.g., a Bylaws Committee, a Grants Committee, a Percent for Art Committee, a committee to plan a special meeting, etc.), ad hoc, standing, or special, shall be appointed by the Chairperson as the Board shall from time to time deem necessary.

Section 2. Executive Committee

- a. The Executive Committee shall consist of Board officers, the Budget and Finance Committee Chairperson, and one (1) at-large member elected by the Board.
- b. The Executive Committee shall possess, during intervals between meetings of the Board, all powers of the Board in the management of the business and affairs of the Board other than the hiring or termination of the Executive Director or such other matters as the Board has by resolution expressly reserved to itself.
- c. A vacancy occurring in the Executive Committee shall be filled by the Board at its next meeting.
- d. The actions of the Executive Committee shall be reported to the Board at its next meeting.
- e. Meetings of the Executive Committee shall be held on call by any member of that committee.

Section 3. Budget and Finance Committee

- a. The Budget and Finance Committee shall be appointed annually by the Chairperson with the consent of the Board at the Annual meeting.

- b. The committee shall prepare and recommend the annual budget to the Board and review financial statements submitted by the Executive Director.
- c. The committee shall submit budget and financial reports to the Board at each of its regularly scheduled meetings.

Section 4. Personnel Committee

- a. The Personnel Committee shall be appointed annually by the Chairperson with the consent of the Board at the Annual meeting.
- b. The committee shall meet as needed to review personnel matters for the Board and shall report to the Board.

Section 5. Strategic Planning Committee

- a. The Strategic Planning Committee shall be appointed annually by the Chairperson with the consent of the Board at the Annual meeting.
- b. The committee shall meet from time to time during the fiscal year to study and recommend to the Board policy and strategic planning goals.

Section 6. Nominating Committee

- a. The Nominating Committee shall be elected by the Board at its first meeting each calendar year held after June 30.
- b. The committee shall nominate a slate or slates of officers and Executive Committee members for presentation at the Annual Meeting of the Board.

Section 7. External Relations Committee

- a. The External Relations Committee shall be appointed annually by the Chairperson with the consent of the Board at the Annual meeting.
- b. The committee shall meet periodically to study and recommend ways to increase the visibility of the Arts Board's programs, services, and collaborative partnerships, to the media, the legislature, and the general public.

ARTICLE X. EXECUTIVE DIRECTOR

Section 1. Duties

The Executive Director shall serve at the pleasure of the Board and perform the following duties:

- a. Serve as Secretary to the Board in an administrative capacity, maintain custody of Board records, maintain minutes of Board and committee proceedings, and provide for the due communication of all notices provided for by these Bylaws, by resolution of the Board, or otherwise by law.
- b. Carry out the policies of the Board under the direction of the Chairperson and perform all duties pertinent to the office of Executive Director as determined by the Board.
- c. Have the direct responsibility for the employment, discharge and general supervision of Board employees.
- d. Select an Assistant Director.
- e. Sign and execute in the name of the Board any contracts or other obligations authorized by the Board.

Section 2. Evaluation of Executive Director

The Chairperson, in consultation with the Personnel committee, shall submit a summary of their performance evaluation of the Executive Director to the Executive Committee at its first meeting held after June 30 of each year.

Section 3. Vacancy in Office of Executive Director

In the event that the office of Executive Director is vacant and until such time as a successor is named, the authority and responsibilities of the office shall be assumed by the Chairperson, who may delegate such authority and responsibilities for the interim period to any person, if they so desires, with the approval of the Board.

Section 4. Removal of Executive Director

The Executive Director may be removed in that capacity by a vote (written ballot) of two-thirds (2/3) of the total members of the Board at a duly convened meeting of the Board.

ARTICLE XI. ADVISORY COUNCIL

The Chairperson may, from time to time, appoint and consult with an Advisory Council consisting of persons working in or interested in the arts in Wisconsin who are not current members of the Board.

ARTICLE XII. NON-MEMBER PERSONNEL

Section 1. The Board may employ such persons as it deems necessary to accomplish Board objectives within the limits of available funds.

Section 2. The Board may employ one or more individuals for the purpose of advising the Board on any matter relevant to its functions within the limits of funds available.

ARTICLE XIII. FISCAL YEAR

The fiscal year of the Board shall begin on the first day of July and end on the thirtieth day of June each year.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Board may adopt.

ARTICLE XV. AMENDMENT OF BYLAWS

These Bylaws may be amended at any regular meeting of the Board by a two-thirds (2/3) vote of the members present at the meeting, provided that the amendment has been submitted in writing at the previous regular meeting of the Board or to each Board member ten (10) days in advance of the meeting.

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