

# POLK COUNTY CULTURAL COALITION

## *Policies & Procedures*

2011

### **PREAMBLE**

The purpose of the Polk County Cultural Coalition is to foster and promote the arts, culture, heritage, history and humanities in Polk County. The Coalition is an agency of the Oregon Cultural Trust and annually receives its funds from that organization.

The priorities of the Polk County Cultural Coalition are to protect existing cultural assets, focus on young people, and to help overcome barriers to participation in cultural events and activities.

### **ARTICLE I – NAME**

The name of this organization shall be the Polk County Cultural Coalition, a non-profit organization, hereafter referred to in these Policies & Procedures as the Coalition.

### **ARTICLE II – OFFICES**

The principal business office of the Coalition shall be located at Hamersly Library, Western Oregon University, Monmouth, Oregon. The Coalition may have such other offices, within the State of Oregon, as the Board of Directors may establish from time to time. The mailing address shall be Postal Box #195, Monmouth, Oregon 97361. The address of the office may be changed from time to time.

### **ARTICLE III – DIRECTORS**

Section 1. General Powers. The affairs of the Coalition shall be managed by its Board of Directors.

Section 2. Members. The Board will elect its own members; candidates do not vote. A new member must be approved by a simple majority of the Board of Directors. Board vacancies will be filled by election (rather than by appointment), and new members may be solicited by advertisement or invitation of seated board members.

Section 3. Admission to Membership. Any person desiring to become a member of the Board shall submit an application to the Secretary of the

Association. Approval of the application shall constitute admission to membership.

Section 4. Number, Tenure and Qualifications. There shall be nine (9) Directors holding office at any time. Directors must be either residents of or employed in Polk County. Board membership should be representative of arts, heritage, history and humanities. Directors' terms are two (2) years and are renewable.

Section 5. Voting Rights. Each Director present at the meeting and in good standing shall be entitled to one vote on each matter submitted to a vote of the members. A Director may assign proxy voting rights to another Director for specific votes.

Section 6. Termination of Membership. The Board of Directors, by an majority vote of its members, may suspend or expel a member.

Section 7. Resignation. Any Director may resign at any time by notifying the Secretary.

#### **ARTICLE IV – MEETINGS OF MEMBERS**

Section 1. Annual Meeting. An annual meeting of the Coalition Directors shall be held in January of each year for the purpose of electing officers and for the transaction of other Coalition business.

Section 2. Director Meetings. A meeting of the Coalition Directors may be called by the Chairman, the Secretary, or the Board of Directors.

Section 3. Notice of Meetings. Written or e-mail notice stating the place, and dates for meetings shall be communicated by or at the direction of the Chairman or Secretary to each Director no less than five (5) nor more than thirty (30) days prior to the date of the meeting. A long-range schedule of meetings may be approved at a meeting of the Coalition and communicated to Directors in the minutes of the meeting.

Section 4. Informal Board Action by Directors. Any action required by law can be taken at a meeting if consent in writing or through e-mail, setting forth the action so taken, is approved by a majority of the Directors

Section 5. Quorum. For voting purposes, a quorum will be a simple majority of those holding seats on the Board.

Section 6. Voting by Mail, by E-mail or by Proxy.

Section 6a. By Mail or E-mail. The Board may authorize voting by mail or e-mail for the election of officers, amendments to the Policies & Procedures, and for such other business as the Coalition may order to be voted

on in that way. If a matter is to be voted on by mail or e-mail, a printed or e-mail text setting forth the matter to be voted on will be sent to every Director.

Section 6b. By Proxy. A proxy is a power of attorney given by one person to another to vote in his/her stead. Use of the proxy normally will be limited to the election of Directors and officers, but the Board in its discretion, and in the presence of appropriate circumstances, may authorize its use in other cases. The voter will furnish the proxy with written, e-mail, or oral evidence of the appointment, such evidence to be communicated to the Secretary at the time of the voting. Only Directors of the Board are eligible to be proxies.

Section 7. Presumed Assent to Action. A Director who is present at a meeting of the Board of Directors or of a committee at which action on any Coalition matter is taken shall be presumed to have assented to the action taken unless that Director's dissent shall be entered in the minutes of the meeting.

Section 8. Vacancies. Any vacancy occurring in the membership of the Board of Directors shall be filled by the Board. A Director appointed to fill a vacancy shall serve for the unexpired term of the predecessor in that office.

Section 9. Compensation. Directors as such shall not receive salaries for their services, but the Board of Directors by resolution may allow reimbursement of approved expenses.

Section 10. Indemnification of Directors. Unless otherwise provided, the Coalition shall indemnify any individual made a party to a legal proceeding because the individual is or was a Director of the Coalition, against liability incurred in the proceeding, but only if the Coalition has authorized the payment and a determination has been made that the Director met the standards of conduct set forth in Section 11 below.

Section 11. Standards of Conduct. The individual shall demonstrate that:

- a. The individual conducted himself or herself in good faith;
- b. The individual believed that his or her conduct was in the best interest of the Coalition, or at least not opposed to its interest; and
- c. In the case of any criminal proceeding, the individual had no reasonable cause to believe that his or her conduct was unlawful.

Section 12. No Indemnification Permitted in Certain Circumstances. The Coalition shall not indemnify a Director under Section 10 above:

- a. In connection with a legal proceeding by or on behalf of the Coalition in which the Director was adjudged liable to the Association; or
- b. In connection with any other legal proceeding charging improper personal benefit to the Director, whether or not involving

action in the Director's official capacity, in which the Director was adjudged liable on the ground that personal benefits were improperly received by the Director.

Section 13. Removal of Directors. A Director may be removed from membership on the Board of Directors by a majority vote of all of the other serving Directors. A director may be removed if such Director shall have two (2) consecutive unexcused absences from a meeting of the Board. Any vacancy occurring on the Board of Directors shall be filled by the remaining Directors.

Section 14. Conflict of Interest. When a Director is directly involved in a grant application scheduled for a vote of the Coalition Directors, that Director should recuse himself/herself and not vote for that grant.

## **ARTICLE V – OFFICERS**

### Section 1. Officers.

a. The officers of the Coalition shall be a Chairman and a Secretary, and such other officers as may be elected under the provisions of this Article.

b. The Board of Directors may elect or appoint such other officers, including a Webmaster, as it shall deem desirable, such officers to have the authority and to perform the duties prescribed from time to time by the Board of Directors. Although the Board elects or appoints such additional officers, the duties of such additional officers shall be performed under the direct supervision and control of one of the principal officers.

Section 2. Election and Term of Office. The officers of the Coalition shall be elected annually by the Board of Directors at the regular annual meeting of the Board. If the election of officers is not held at the annual meeting, such election will be held as soon thereafter as practicable. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until the successor to that office has been duly elected and qualifies.

## **ARTICLE VI – DEPOSITS AND GIFTS**

Section 1. Deposits. All funds received by the Coalition shall be deposited to the credit of the Coalition in the Coalition's account with the Monmouth-Independence Community Foundation or other depositories that the Board of Directors may select.

Section 2. Gifts. The Board of Directors may accept on behalf of the Coalition any contribution, gift, bequest or devise for any purpose of the Coalition.

## **ARTICLE VII – FISCAL MANAGEMENT, BOOKS, RECORDS, AND AUDITS**

Section 1. The Coalition relies upon the personnel of the Monmouth-Independence Community Foundation or other depository to keep correct and complete books and records of accounts. Those books and accounts of the Coalition will be kept under the direction of the Coalition officers and will be reviewed regularly by the officers and the Board of Directors.

Section 2. The Secretary of the PCCC Board shall keep minutes of the proceedings of the Board of Directors, shall distribute them to the members in a timely manner and shall keep a record showing the names and addresses of all Coalition members.

Section 3. Audits. The books and records of the Coalition shall be audited and certified by a Certified Public Accountant according to the procedures and intervals determined by the Monmouth-Independence Community Foundation. The Board of Directors shall review such audits after they occur, but not less often than annually.

## **ARTICLE VIII – AMENDMENT OF THE POLICIES & PROCEDURES**

These Policies & Procedures may be altered, amended or repealed and new Policies & Procedures adopted by a majority vote of the Board of Directors.

I hereby certify that the foregoing Policies & Procedures, consisting of five pages, are the Policies & Procedures of the Polk County Cultural Coalition adopted by the Board of Directors.

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**Secretary**

Date Approved: \_\_\_\_\_