

BYLAWS

Cedar Falls Art and Culture Board

The Cedar Falls Art & Culture Board, as established in the City of Cedar Falls, Iowa, Ordinance 1827, governs the City's Cultural Division and operation of the James and Meryl Hearst Center for the Arts to provide a high quality, multi-faceted art and culture program for the citizens of Cedar Falls.

Article I: Composition of the Board

A. **Appointment:** Pursuant to Ordinance 1827, the Cedar Falls Art and Culture Board shall be:

- 1). Composed of seven (7) members;
- 2). Residents of the City of Cedar Falls;
- 3). Appointed by the Mayor; and
- 4). Approved by the City Council.

B. **Term of Office:** Pursuant to Ordinance 2128, the term of office for members shall be

- 1). Four (4) years, except appointments to fill vacancies for the unexpired term of any Board member; and
- 2). Terms are four years in length and begin on July 1 of the initial year and end on the last day of June of the fourth year in office.

C. **Compensation:** All members of the Board shall serve without compensation except for their actual expenses, which shall be subject to the approval of the City Council.

D. **Board Vacancies:** Board members leaving residence in the city or absent from three (3) consecutive meetings without due explanation, shall surrender their position on the Board. The Mayor shall then fill the vacant position for the remainder of the term with City Council approval.

E. **Ex Officio Members:** The Director of the Department of Human & Leisure Services and the Cultural Division Manager for the City of Cedar Falls shall each serve as ex officio members of the Board, without voting privileges. Other individuals, such as the Mayor's Secretary, the President of Friends of the Hearst, and the Chair of the Public Art Committee may be invited to participate at the Board's discretion.

Article II: Officers

The **Executive Officers** shall consist of a President, Vice-President, and Treasurer.

A. The **President** shall:

- 1). Preside at all meetings of the Board;
- 2). Appoint committee members and committee chairs;
- 3). Appoint ad hoc committees as necessary;
- 4). Appoint a Nominating Committee for officers at least three months prior to the June meeting;
- 5). Execute any deeds, leases, agreements, or contracts as authorized by the Board; and shall
- 6). Perform such duties as may from time to time be required.

B. The **Vice-President** shall perform the duties of the President in his or her absence

C. The **Treasurer** shall:

- 1). Keep financial accounts of the board;
- 2). Receive and disperse payments on behalf of the Cedar Falls Art and Culture Board;
- 3). Co-sign all deeds, leases, agreements and contracts, as needed;
- 4). Prepare detailed monthly financial records for review at board meetings;
- 5). Meet with the Executive Committee at least once each year; and
- 6). Annually submit financial records to the city's Finance Manager.

D. The **Officers of the Board** shall:

- 1). Be elected by a majority of the Board at the regular board meeting in June; and
- 2). Hold office from July 1 of that year through June 30 of the following year.

E. In the event a **vacancy** occurs among board officers during the year:

- 1). An Ad Hoc Committee, appointed by the President, shall recommend a replacement; to be
- 2). Approved by the board at the next regular Board Meeting.

F. At least three months prior to the June meeting, the President will appoint a **Nominating Committee** of three (3) members. The Nominating Committee will:

- 1). Prepare a **Slate of Officers** for the upcoming year and present this slate at the June meeting each year; and
- 2). Call for **nominations from the floor** and conduct the **vote** according to Robert's Rules of Order.

G. The **Cultural Division Manager** or his or her designee will serve as the **Secretary** and in that capacity will:

- 1). Keep a record of the agendas and minutes of the meetings of the Cedar Falls Art & Culture Board;
- 2). Maintain a complete file of all meetings, correspondence, and business of the Board;
- 3). Be responsible for any notices to be distributed to or by the Board;
- 4). Have custody of all the books, records and documents of the Board; and
- 5). Forward copies of all minutes and formal correspondence to the Director of the Human and Leisure Services Department.

Article III: Meetings

Meetings of the board and its committees and all related records are open to the public and are conducted in **compliance with the State of Iowa's Open Meeting Laws:**

A. Notice of all meetings and meeting agendas will be posted at City Hall at least 24 hours in advance of the start of the meeting.

B. Meetings of the Cedar Falls Art & Culture Board shall be held each month. A minimum number of four (4) board members is required to conduct business at meetings.

C. **Proxy votes** will not be honored at any time;

- 1) The board will agree on a regular meeting day and time at the beginning of each fiscal year; however the
- 2). Schedule may be modified as needed.

D. **Special meetings** may be called by the President or by a majority of the board:

- 1). One week prior to the date of each meeting, board members will be sent copies of the:
 - a). Meeting Agenda;
 - b). Minutes of the Previous Meeting;
 - c). Cultural Division's Monthly Report to the City Council;
 - d). Financial Reports, if available; and
 - e). Correspondence, data, and background information related to items on the agenda.

Article IV: Committees

There shall be committees of the Cedar Falls Art and Culture Board. The purpose of **Standing Committees** shall be to serve as consultation and planning groups for the Board and the Cultural Division Manager. **Committee Chairs** are appointed by the President of the board in August of each year.

A. The **Executive Committee** shall consist of the President, the Vice-President, and the Treasurer:

- 1). The Executive Committee is empowered to act for the Board in emergency or special situations when it is impossible to obtain a quorum of the Board in time to react to the situation.
- 2). In the event that a quorum (four members) cannot be obtained for a regular meeting, the Executive Committee is empowered to act for the Board if at least two Executive Committee members are present.
- 3). In this event, the Executive Committee must report its actions to the Board at the next meeting.

B. The **Building and Grounds Committee** will:

- 1). Oversee the condition of the physical plant and properties of the James and Meryl Hearst Center for the Arts, and
- 2). Recommend and promote maintenance, improvements, and capital developments.

C. The **Finance, Planning, and Development Committee** will:

1. Oversee the financial condition of the Cultural Division and further develop financial resources to assure that these are adequate to provide the community with a high quality cultural program; and will be
- 2). Composed of members from the Cedar Falls Art & Culture Board and Friends of the Hearst Board, this committee will help prepare and propose the annual operating budget, oversee its implementation and will recommend and promote Cultural Division financial programs and policies.

D. The **Collections Committee** will:

- 1). Oversee the development and implementation of the Collection Management Plan;
- 2). Contribute to exhibition review and planning;
- 3). Oversee research;
- 4). Recommend accessions for the collection; and
- 5). Will make policy recommendations to the board for the Collection Management Plan.

E. The **Education Committee** will:

- 1). Oversee educational program direction and implementation of educational services; and occasionally
 - 2). Review, evaluate, and make recommendations to the board regarding program policies.
- This committee's mission is to "enhance the Hearst Center's educational impact on the community."

F. The **Public Art Committee** will be comprised of at least seven (7) members chosen from the Cedar Falls Art and Culture Board and members of the community. This committee will:

- 1). Make recommendations to the board in regard to building a collection of public art and the purchase or commission of individual works of art; and
- 2). Promote community awareness of and involvement in enhancing public spaces with art.

G. These committees shall also perform such other functions as may be required by the Board.

H. The President of the Board shall appoint such **temporary committees (Ad Hoc)** as are deemed necessary (e.g. Membership).

I. **Committee Members** and **Committee Chairs** will be appointed by the President of the Board with exception of the Executive Committee, which is covered by these bylaws.

J. **Committee Chairs** shall contact committee members and arrange meetings to conduct committee-related business.

K. The **Committee Chair** shall contact the Cultural Division Manager to arrange **posting** of said meetings.

L. The Director of the Department of Human and Leisure Services and the Cultural Division Manager are **ex officio members** of all committees.

Article V: Personnel

A. The **Cultural Division Manager** shall:

- 1). Serve as Director of the James & Meryl Hearst Center for the Arts
- 2). Execute such policies and orders as may be prescribed by the Cedar Falls Art and Culture Board; and
- 3). Has immediate supervision of the personnel of the Hearst Center in compliance with:
 - a). The City's Personnel Policies and Procedures; and
 - b). Subject to such rules and regulations as may be prescribed by the Board.

B. Should there be a **need to hire a** Cultural Division Manager; the Cedar Falls Art & Culture Board shall interview all candidates for the position of Cultural Division Manager with the Director of the Department of Human and Leisure Services.

C. Upon evaluation of the **candidates** interviewed, the Board shall:

- 1). **Recommend one** (1) candidate to the Director of the Department of Human and Leisure Services for appointment to said position; and
- 2). Should the Director of the Department of Human and Leisure Services reject said candidate, the Board shall select another candidate for consideration.

D. The Cedar Falls Art & Culture Board and the Director of the Department of Human and Leisure Services shall:

- 1). Jointly **evaluate the performance** of the Cultural Division Manager on a yearly basis; and
- 2). The Board may recommend that the Cultural Division Manager be **dismissed** for cause, incompetence, inattention to duties, or failure to provide satisfactory program leadership following a vote of two-thirds (2/3) of the Board and in compliance with the City's Personnel Policy and Procedures.

Article VI: Review of Bylaws

A. The Cedar Falls Art & Culture Board will review its organization and bylaws on an annual basis.

B. In the event of a deficiency in those bylaws, any Board member can propose changes, additions, or deletions at any time.

C. After being reviewed and accepted by a two-thirds (2/3) vote of the Board, amendments to the bylaws will be recommended to the City Council for their approval.

History:

First Revision of the Bylaws; Approved: August 1991

Second Revision Approved: September 1997

Third Revision: Approved by the Cedar Falls City Council: March 25, 2006

Fourth Revision: **Approved by the Cedar Falls City Council: March 3, 2012**