

BYLAWS Cedar Falls Art and Culture Board

The Cedar Falls Art & Culture Board was established in February 1987 (Ordinance 1827) and exists as the policy-making and advisory body that works with staff and the Cedar Falls City Council to develop and 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 [Article III, Section 17](#).
- B. **Term of Office:** Pursuant to [Article III, Section 17](#). Terms begin July 1 of the initial year and end on the last day of June of the fourth year in office.
- C. **Compensation:** Pursuant to [Article III, Section 17](#). Reimbursement of actual expenses for pre-approved travel to a conference on behalf of the City/division may occur.
- D. **Absence from Board Meetings or Vacancies:** [Pursuant to Article III, Section 17](#).
- E. **Ex Officio Members:** The Director of Community Development, the Tourism & Cultural Programs Manager, and the Cultural Programs Supervisor for the City of Cedar Falls shall each serve as ex officio members of the Board, without voting privileges. Other individuals, such as 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, Treasurer, and Secretary

- A. The **President** shall:
 - 1) Preside at all meetings of the Board;
 - 2) Prepares board meeting agendas and sends them to the Cultural Programs Supervisor within one week of meeting date;
 - 3) Appoint committee members and committee chairs;
 - 4) Appoint ad hoc committees as necessary;
 - 5) Appoint a Nominating Committee for officers as outlined in Article II.F; and
 - 6) Perform such duties as may from time to time be required.
- B. The **Vice-President** shall perform the duties of the President in their absence.
- C. The **Treasurer** shall, for Art & Culture Board Funds:
 - 1) Keep financial accounts of the Board;
 - 2) Receive and disperse payments on behalf of the Cedar Falls Art and Culture Board;
 - 3) Prepare detailed monthly financial records for review at Board meetings;
 - 4) Meet with the Executive Committee at least once each year; and
 - 5) Annually submit financial records on all Art & Culture Board Funds to the city's Finance Division for inclusion in the City's annual audit; and
 - 6) Ensure all funds are invested in accordance with Iowa Code Chapter 12.

- D. The **Secretary** shall:
- 1) Take notes at Board meetings; and
 - 2) Send notes to Cultural Programs Supervisor for review and formatting as Meeting Minutes.
- E. 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.
- F. In the event a vacancy occurs among board officers during the year:
- 1) The Cultural Programs Supervisor and the Tourism & Cultural Programs Manager shall pursue the process outlined in the Boards and Commissions Appointment Process document.
- G. **Nominating Committee**
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.
- H. The **Cultural Programs Supervisor** or a designee will:
- 1) Work with the City Clerk to keep a public record of the agenda and minutes of the meetings of the 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, working with the City Clerk accordingly;
 - 4) Have custody of all the books, records and documents of the Board, working with the City Treasurer accordingly; and
 - 5) Forward copies of all minutes and formal correspondence to the Director of Community Development and the Tourism & Cultural Programs Manager.

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 shall be given per the Iowa Code Section 21 Official Meetings Open to the Public. The Cultural Programs Supervisor will work with the City Clerk to complete this as required.
- B. Meetings of the Cedar Falls Art & Culture Board shall be held each month, as needed. A quorum for conducting a meeting shall consist of four (4) or more Board members, unless otherwise provided by State or local proclamation.
- C. Proxy votes or votes by email will not be honored at any time.
- D. Meetings will be set by the Board on a regular day and time at the beginning of each fiscal year; however the schedule may be modified as needed.

- E. Special meetings may be called by the President at any time, or by a majority of the Board during a regularly scheduled meeting. An agenda must be published pursuant to Article III A. Three days prior to the date of the special meeting, Board members will be emailed a link to copies of the:
 - a) Meeting Agenda;
 - b) Minutes of the previous meeting;
 - d) Financial Reports of the Art & Culture Board Fund, 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 Programs Supervisor. Committee Chairs are appointed by the President of the Board in August of each year.

- A. The **Collections Committee** will:
 - 1) Advise on the review and implementation of the Collection Management Plan;
 - 2) Recommend accessions for the collection; and
 - 3) Will make policy recommendations to the Board regarding the Collections Management Plan.
- B. The **Public Art Committee** will be comprised of no more than eleven (11) 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.
- C. These committees shall also perform such other functions as may be required by the Board.
- D. The President of the Board shall appoint such **temporary committees (Ad Hoc)** as deemed necessary. (e.g. Membership, Development, Education, Building & Grounds). Members of Ad Hoc Committees shall be chosen from the Cedar Falls Art and Culture Board and can include members of the community. Committee members and committee chairs will be appointed by the President of the Board. Such ad hoc or special committees shall follow all rules and regulations of the board and shall report to the board any recommendations for action.
- E. **Committee Chairs** shall contact committee members and arrange meetings to conduct committee-related business and ensure meeting notes are taken.
- F. The Community Development Director, the Tourism & Cultural Programs Manager, and the Cultural Programs Supervisor are **ex officio members** of all committees.

Article V: Review of Bylaws

- A. The Cedar Falls Art & Culture Board will review its organization and bylaws on an regular 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 in effect.

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

Fifth Revision: Approved by the Art & Culture Board: August 30, 2023