

# AMERICAN CANYON ARTS FOUNDATION

## Board of Director's Policy Manual

### Board & Committees Policy

Adopted/Revised:  
March 11, 2014

#### I. Purpose/Intent

Although the By-Laws include reference to the Board of Directors, as well as Committees, a policy is needed to provide additional detail and guidance on how these basic organizational arrangements are actually used.

#### II. Authority

The Board of Directors has the authority to establish policies under Article 12, Section 2 of the By-Laws, and approved/revised this policy by adopting Resolution 2014-02.

#### III. Policy

##### Section One: Structure

1. *Board Meetings.* The Board of Directors will regularly meet monthly, on the second Tuesday of the month, starting at 7:00 pm. The meeting place will be the Gallery and Art Center, 3441 Broadway, American Canyon. Special Meetings may be called by the President as needed. The date, time and place of the Regular Board meetings may be changed from time to time, provided the change is approved by the Board.
2. *Board Composition.* The Board of Directors consists of no more than 15 members. Although any Member in good standing is eligible to be a Board member, the actual makeup of the Board is critical to the strategic success of ACAF. The background, skills and associations of a board member can enhance the overall effectiveness of the Board. With that in mind, the makeup of the Board should follow the guidelines below:
  - a. Approximately one-half of the Board should be artists, both local and regional;
  - b. Approximately one-quarter should be affiliated with the partners and organizations ACAF wants to collaborate with, such as the City, the School District or the Chamber of Commerce; and
  - c. Approximately one-quarter should be professionals or community leaders.
3. *Standing Committees - General.* Most of the work of the Foundation should be through standing committees, with a summary of their efforts reported to the Board on a regular basis.
  - a. Excluding the Executive Committee, all other Standing Committees must have at least two Board members (one of which would be the President serving as a nonvoting member), and as many Foundation Members as needed to carry out the function of the committee. The Board approves the Board Members that serve on the Committee, as recommended by the President.
  - b. The Committee will select its own Chairperson and any other officers needed. The Committee will meet as needed.

4. *Specific Standing Committees.* The following are ACAF's Standing Committees, with a brief description of their duties and roles:
- a. **Executive Committee:** This Committee would blend elements of three committees: the traditional role of an executive committee (handling the daily affairs of the Foundation) with a Governance committee and Finance committee. The Committee would consist of the President, Vice-President, Secretary, Treasurer and immediate Past President. Duties would include the following:
    - Oversee the daily affairs of the Foundation.
    - Prepare the monthly Board of Directors Agenda
    - Recommend changes to the Foundation's Bylaws and Board Manual, as needed
    - Prepare the annual Budget and submit it to the Board for approval; recommend any changes to the budget during the Calendar Year.
    - Coordinate the preparation of the Foundation's Annual Report.
  - b. **Special Events Committee:** The Special Events Committee would oversee the major fund raising events produced by ACAF:
    - Art Extravaganza,
    - Mother/Daughter Tea,
    - Car Show & BBQ,
    - Music in the Park, and
    - Winterfest.

Because the workload is concentrated at the beginning and ending of the year, co-chairs are a practical option, as well as subcommittees that focus on a single event.
  - c. **Member Services Committee:** This committee is responsible overseeing benefits and services for members. Specific duties include:
    - Membership renewal, including maintaining a membership database
    - Put on any Membership Receptions
    - Field Trips and Art Demonstrations
    - Member participation in outside Art Events, such as the Peddler's Faire in Benicia
    - Publish the monthly Newsletter
    - Produce the annual Open Studios.
  - d. **Community Support Committee:** This is the committee that works with other community organizations, the public schools and the City. The Committee would coordinate our involvement with the City's annual Holiday events (Chalk Art Contest, Fourth of July, and Christmas Tree Lighting); the Student Scholarship and Student Artist of the Month programs, and working with the Boys & Girls Scouts relating to arts and crafts badges.
  - e. **Marketing & Development Committee:** This committee would be responsible for managing the Foundation's online presence, and supporting Program Committees in their efforts to promote Foundation programs and events. Specific areas of responsibility include:
    - Develop and Maintain a Marketing Resource Guidebook, containing contact information and submittal requirements for local/regional newspapers, radio stations, internet calendars, etc.; guidelines on preparing Press Releases and other Communication Documents; and any other information that may assist in successfully promoting ACAF programs and events

- Maintain and upgrade as needed, the Foundation’s Website and Social Media (Facebook, Twitter, etc.), based on content received from other Committees and Members
  - Assist Program Committee members in promoting their respective events
  - Developing fund raising efforts, such as donation appeals, new membership campaigns, soliciting grants, and attracting major sponsors.
5. *Advisory Committees.* The Board can establish temporary or one-time committees to address a specific issue. Membership on the committee could be Foundation Members or officers, or even non-members, providing the individuals had relevant experiences or skills. The committee will meet as needed, select its Chairperson and report the results of its work to the Board. Once the specific assignment is completed, the Committee would disband.

### **Section Two: Board Meetings**

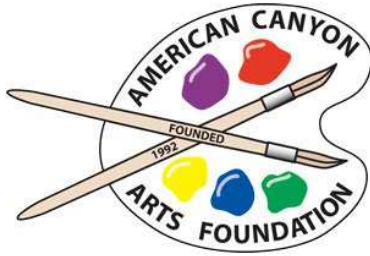
1. *Board Quorum.* A simple majority of the existing Board of Directors is required to conduct business.
2. *Prepared Agenda.* The use of an Agenda is needed to ensure meetings are productive and as short as possible. The Agenda and any related materials should be sent to the Board at least three days prior to the meeting, and no later than 24 hours prior. Section Three below includes the current format, but generally it consists of at least five sections:
  - a. Call to Order, including an opportunity for Board members to make any remarks that are not covered elsewhere on the Agenda
  - b. Consent Calendar, for items that generally do not require Board discussion. Typical examples include minutes of prior meetings, and financial reports.
  - c. Committee Calendar, for reports from any of the Standing Committees.
  - d. Business Calendar, for any issues that require Board discussion and action.
  - e. Other Items, for topics that need to be scheduled for a future meeting, or any item that may have developed since the Agenda was distributed.
3. *Written Reports.* Written reports should be prepared whenever possible and included in the distribution of the Agenda. This allows board members to be better prepared for the meeting, as well as expedite the meeting itself. The Report format is included in Section Three.
4. *Conduct of the Meeting.* The President presides over the Board meetings. Meetings should be informal, but should follow the agenda as much as possible. Agenda items that have a written report should be *briefly* summarized, before general discussion begins. Board members should show mutual respect for each other’s comments and opinions. They should refrain from speaking until recognized by the President.
5. *Board Action.* As a general rule, actions by the Board are accomplished by simple motion. One Board member makes a motion, and another member seconds it. After discussion, if a majority of the Board members present vote for the motion, it is approved. The motion may be amended to clarify the intent, provided there is a motion and a second for the amendment. The amendment does not require a vote, unless any board member objects to the amendment.
6. *Use of Board Resolutions.* Certain items require a formal Resolution (the format is included in Section Three), including the following:
  - a. Changes to the Articles of Incorporation or the By-Laws, or formal recommendations to the Membership, such as proposed new Board Members or the Annual Report
  - b. Changes to the date, time or place of regular Board meetings

- c. Adoption or amendments to Board Policies, and any related schedules (such as the Master Fee & Charges schedule)
  - d. Adoption or amendments to the Foundation's annual Budget
  - e. Selection of Officers to the Board
  - f. Changes to our Banking Information (signatories to the account, etc.) and
  - g. Whenever it is required as a term and condition of an action contemplated by the Board; for example, to approve applying for a grant.
7. *Meeting Minutes.* The Secretary is responsible for preparing the minutes of Board meetings. The minutes should be available for review and adoption by the next Board meeting. The items to be covered in the minutes include at least the following:
- a. Board Members present, and any excused/unexcused absences;
  - b. The date, time and place the meeting took place (including when the meeting actually started);
  - c. The actions taken (including the persons who made and seconded any motions). The issues discussed may be summarized, as appropriate; and
  - d. When the meeting adjourned.

### **Section Three. Templates**

In order to ensure a more professional and uniform appearance, the following templates are attached to this policy. They should be used as appropriate.

- Board of Directors Agenda
- Board of Directors Report
- Board Resolution.



# American Canyon Arts Foundation Board of Directors Meeting

## AGENDA –

### **CALL TO ORDER – 7:00 p.m.**

1. Roll Call/Sign-in Sheet
2. Board Member Comments
3. Member Comments

### **CONSENT CALENDAR** *(items will not be discussed unless requested by a Board member)*

1. Approve Meeting Minutes for
2. Approve Financial Reports for
  - a. Profit/Loss Statement
  - b. Budget Report
3. Receive and File President's Report for

### **COMMITTEE REPORTS**

- 1.

### **BUSINESS CALENDAR**

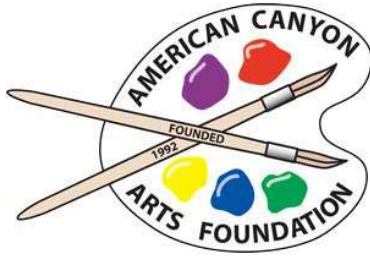
- 1.
- 2.
- 3.
- 4.

### **OTHER BUSINESS/FUTURE AGENDA ITEMS**

1. Announcements

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### **ADJOURN**



# American Canyon Arts Foundation Board of Directors Meeting/Report

***Agenda Item:***

***Meeting Date:***

***Submitted by:***

**REPORT**

**REQUESTED ACTION:**

**Attachments:**

RESOLUTION NO. 2013-\_\_

A RESOLUTION OF THE BOARD OF DIRECTORS OF  
THE AMERICAN CANYON ARTS FOUNDATION,

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**WHEREAS**,; and

**WHEREAS**,; and

**WHEREAS**,; and

**WHEREAS**,; and

**WHEREAS**,;

**NOW, THEREFORE BE IT RESOLVED**, that the Board of Directors do hereby approve and adopt ; and

**BE IT FURTHER RESOLVED**,; and

**BE IT FURTHER RESOLVED**,

**PASSED, APPROVED and ADOPTED** at a [regular]/[special] meeting of the Board of Directors of the American Canyon Arts Foundation on the \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_ by the following vote:

***Members approving:***

***Members opposing:***

***Members Absent/Abstained:***

**Attest:**

\_\_\_\_\_  
*, Secretary/Treasurer*

\_\_\_\_\_  
*, President*