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**BY-LAWS**  
**For Board Governance for the Beck Center for the Arts**  
**(the "Beck Center")**  
**Revised and Adopted September 2008**

**PREAMBLE**

These By-laws are intended to set forth certain major policies and operating practices and procedures of the Beck Center. These By-laws are at all times subordinate to the Code of Regulations (the "Code") of the Beck Center, and in the event of any conflict between the By-laws and the Code, the Code shall govern.

**Article I. ANNUAL MEMBERSHIP AMOUNT**

The Annual Membership Amount (see Article I, Section 1 of the Code) shall be \$100.00. In the case of spouses, payment of a single Annual Membership Amount shall qualify both spouses as voting members of the Beck Center if the payment is designated by the payer as being made on behalf of both spouses.

**Article II. COMMITTEES**

**Section 1. General Provisions Applicable to Committees**

The following provisions are generally applicable to all committees of the Beck Center and shall apply except in those instances where the Code or these By-laws expressly provide to the contrary.

- a. There shall be a chairperson, or one or more co-chairpersons, of each committee appointed by the Board Chairperson with the approval of the Board;
- b. Committees shall meet on call of a chairperson of the committee;
- c. To the extent possible, minutes shall be kept of all meetings and proceedings of committees;
- d. All committees shall be under the supervision of the Board of Directors (the "Board") of the Beck Center; members of committees shall be appointed thereto by the Board with the advice of committee chairpersons; and all committees shall report to the Board;
- e. Membership on committees shall not be limited to Directors of the Beck Center; the Board or Committee Chairman on behalf of the Board may name to membership on a committee any person whom they believe may be in a position to be a valuable contributor to the performance of the function of such committee;
- f. Committees shall report to the Board either through distribution to Board members, copies of minutes of such committees, or through oral reporting. Copies of such minutes shall be filed in the official records of the Beck Center;
- g. Notice of each meeting of a committee shall be sent to each member of the committee at least seven days before the day on which the meeting is to be held. Each committee member shall have on file with the administrative office of the Beck Center a means of giving notice to such committee member and in the absence thereof, shall be deemed to have waived notice of meetings;
- h. At all meetings of committees, except at meetings of the executive committee, a quorum shall consist of those committee members present in person at the time and place set forth in the notice of meeting given in accordance with the provision of these By-laws.

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## **Section 2. Executive Committee**

The Executive Committee shall provide continuity in governing the organization; to ensure that key governance functions are performed throughout the year without interruption; to provide for committee chairs to share ideas and information; and to provide an opportunity for more in-depth discussion of key issues. The Executive Committee shall possess and may exercise during the intervals between the meetings of the Board, any and all powers of the Board in the management of the business, affairs, and property of the Beck Center. The Chairperson shall be a member of and the chairperson of, the Executive Committee.

## **Section 3. Board Resources Committee**

The Board Resource Committee shall have the responsibility for recommending a slate of Directors for election at each Annual Meeting of members of the Beck Center. Such committee shall also have the responsibility for recommending a slate of officers for vote by the Board at the first Board meeting of the fiscal year. It shall also have the responsibility for recommending persons for election to vacancies in officer positions and in Directorship positions to be voted on by the Board or Executive Committee at any regularly scheduled meeting throughout the year. This Committee will propose policies relating to governance.

## **Section 4. Fund Development Committee**

The Fund Development Committee shall have the responsibility for overseeing the generation of funds and grants from foundations, corporations, individuals, businesses and government entities to support the programs of the Beck Center. This Committee shall oversee all fundraising events and special resource generating initiatives.

## **Section 5. Finance Committee**

The Finance Committee shall have the responsibility for overseeing the development of an annual budget and recommending to the Board an annual budget for the Beck Center, The Finance Committee shall also monitor the income and expenses of the Beck Center, including a comparison thereto to the annual budget, and shall report thereon to the Board at each regular Board meeting. The Finance Committee shall provide oversight of investments and recommend to the Board investment policies.

## **Section 6. Audit Committee**

The Audit Committee shall have the responsibility to oversee all aspects of the annual audit. This includes interviewing and contracting the audit firm, monitoring the audit process, reviewing the management letter, and insuring the Beck Center is accounting for its operations in accordance with accepted accounting standards. The Audit Committee shall also oversee and periodically review the policies and procedures related to the operation of the Beck Center.

## **Section 7. Special Committees**

The Board from time to time will create such special committees as it may deem necessary or desirable, which may be either standing committees or limited life committees. Upon the creation of any such committee, the Board shall define and prescribe its right and duties.

## **Article III. SUPPORT GROUPS**

The Beck Center shall recognize support groups that are formed to support program areas and further the mission of the Beck Center. Each such group shall have the authority to adopt rules and procedures for membership in the group and for conducting the operations and

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affairs of the group, subject to approval of the Beck Center Board. Each support group must comply with all financial requirements as required by the law.

#### **Article IV. BUDGET MATTERS AND AUTHORIZED EXPENDITURES**

Upon the adoption by the Board of an annual budget, the management staff of the Beck Center, under the supervision of the President and Chief Executive Officer shall have the authority to incur expenditures in accordance with thresholds of authority as established by the Board. Any material deviation from the approved budget shall be presented to the Executive Committee or Board for its consideration prior to expenditures being incurred for such material deviation.

#### **Article V. ENDOWMENT POLICIES**

The endowment funds of the Beck Center are of two types, namely:

- a. Permanently Restricted Endowment Funds, which are restricted as to use by the provisions of the gift under which the funds were given to the Beck Center; and
- b. Board Restricted Funds Acting as Endowment, where the donor has not restricted the manner in which the funds are used, so long as they are used for the charitable or educational purposes of the Beck Center.

The two types of Endowment Funds may be co-mingled for investment purposes. The only need for separation is in the accounting for their use. It is the duty of the Finance Committee to recommend and review endowment policies and present any policies to be adopted by the Board.

#### **Article VI. PARLIAMENTARY AUTHORITY**

The rules contained in *Robert's Rules of Order Revised* shall govern this Beck Center in all cases in which they are applicable and in which they are not in conflict with the Code and By-laws of this Beck Center.

#### **Article VII. AMENDMENTS**

These By-laws may be amended by a majority vote of the total number of Directors of the Beck Center. For this purpose, Directors may vote by written proxy without being present at the meeting.