

RESOLUTION NO. 01-17-2023A

**A RESOLUTION ADOPTING BYLAWS FOR THE
WEST POINT ARTS COUNCIL AND
PROVIDING AN EFFECTIVE DATE**

WHEREAS, the West Point City Council has adopted Ordinance No. 01-17-2023A to create the West Point Arts Council; and

WHEREAS, it is necessary and desirable that the Arts Council have Bylaws to govern its policies and procedures.

NOW THEREFORE, BE IT RESOLVED BY THE West Point City Council as follows:

SECTION ONE: ADOPTION OF ARTS COUNCIL BYLAWS

The following Bylaws are adopted to govern the policies and procedures of the West Point Arts Council:

**BYLAWS
of the
WEST POINT ARTS COUNCIL OF UTAH
JANUARY 17, 2023**

ARTICLE I: NAME

The name of this Organization is the West Point Arts Council.

ARTICLE II: OBJECTIVES AND PURPOSES

Section 1: The purposes of the Organization are:

(A) First, to foster and develop the artistic talents and skills of families and individuals within West Point City and the surrounding communities in both visual and performing arts.

(B) Second, to present live productions for the cultural education, entertainment and inspiration of the community.

(C) Third, to encourage and sponsor social activities designed to foster the foregoing purposes of the Organization.

Section 2: In the furtherance of these objectives, the West Point Arts Council may collect admission fees, gratuities, and bequests; may, subject to the City Purchasing Policy and Surplus Policy, buy or otherwise acquire, sell or otherwise dispose of and mortgage or otherwise hypothecate real, personal and mixed property of all kinds and may, in general, exercise all powers granted by the West Point Arts Council in the State of Utah.

Section 3: The West Point Arts Council is a not-for-profit organization. No member of the Board shall profit in any tangible way from its activities. All funds are to be disbursed in furtherance of the objectives set forth in Article II, Section 1. In the event of the dissolution of this Organization, all monies, property and physical assets of the Organization shall be distributed for any worthy purposes in accordance with the recommendation of a majority of the votes cast, at a final meeting of membership called for that purpose, and accepted by the Mayor with the advice and consent of the City Council.

Section 4: The Organization is nonpolitical in character and shall not engage in political activities of any nature.

ARTICLE III: MEMBERSHIP

Any person of any age, race, creed, color or sex may become a member of the Organization and there shall be no differences among members regarding rights, privileges, activities or duties.

ARTICLE IV: ORGANIZATION

Section 1: Board of Directors. The officers of this Organization, hereinafter referred to as the Board, shall be appointed as outlined in West Point City Code Section 2.85.020.

(A) Chair and Co-Chair. West Point City Code 2.85.030. The term of each elected Chair, as voted on by the members of the Board, shall be from September 1 to August 31.

(B) Other offices. West Point City Code 2.85.030

Section 2: Committee Chairs. Board members shall serve as Committee Chairs over different programs offered by the West Point Arts Council. Those Committees may evolve, as the Board deems appropriate, according to the changing needs of the community. However, when there are more committees than Board members, the Board will appoint heads of specific Committees after publicizing and accepting letters of interest for a minimum of fourteen days. They will review all letters in a public meeting and select the best candidate by majority vote. To be considered for the position of Committee Chair, the candidate must have served within the West Point Arts Council for a minimum of six months, unless the Board has no candidates who meet that requirement. In such cases, the Board may appoint the best volunteer by unanimous vote.

Section 3: Removal from Office. See West Point City Code 2.85.020(F). The Board may also instigate the removal of any member or Committee Chair from office by a unanimous vote of the remaining Board members after careful and appropriate consideration of facts and applicable information, garnered from the general membership of the Organization, City officials and/or employees, or other appropriate sources. Discussion of the potential removal may occur during a closed executive session pursuant to the provisions of 52-4-205 of the Open and Public Meetings Law for the purpose of discussing the character, professional competence, or physical or mental health of an individual, but the vote must take place in an open meeting. The Board may also accept and forward, to the Mayor and City Council, resignations from Board members

who will no longer be eligible to serve due to ongoing scheduling conflicts or changes in residence from the City of West Point, Utah, to another community or State.

Section 4: Vacancy. See West Point City Code 2.85.020(G). The Board may consider volunteers to fill such vacancies after publicizing and accepting letters of interest for a minimum of fourteen days. Open positions are required to be posed consistent with City Code. They will review all letters in a public meeting, select the best nominee by majority vote, and forward said nominee to the Mayor. To be considered for the position of Board member, the candidate must have served within the West Point Arts Council for a minimum of six months, unless the Board has no candidates who meet that requirement. In such cases, the Board may appoint the best volunteer by unanimous vote.

Section 5: Temporary Vacancy. In the event any Board member is unable to serve for a period of not less than one nor more than six months, the Board may appoint, in a public meeting, a substitute to fulfill that member's duties during his/her absence. The Board may temporarily fill any vacant Board position, up to 20% of vacant Board positions, with a member of the Organization willing to serve in that position until the official appointment by Mayor and City Council. Temporary appointments shall be by majority vote of the sitting Board, and shall take place during a public meeting. The appointed individual shall be designated as an interim Board member.

ARTICLE V: MEETINGS

Section 1: Meeting Location and Written Notice. All meetings of the general membership and the Board shall be held at a West Point City public building or another convenient public meeting location, designated by the Board, within West Point City, Utah. Written notice of such meetings, containing a statement of the purpose, shall be made public not less than twenty-four hours in advance. Written notice shall be posted at not less than one City Office building as well as published on the West Point City's and Organization's websites.

Section 2: Special Meetings. The Board may schedule special meetings, subject to the requirements of appropriate notice, at the request of at least three Board members or receipt of a petition signed by at least ten members of the general membership.

Section 3: Board Meeting. West Point City Code 2.85.030(F). The Board shall meet no less than once quarterly in order to discharge the duties of the Board and carry out the purposes and objectives of the Organization.

Section 4: Voting. The Board shall not conduct official business on behalf of the Organization, except in the presence of a properly-constituted quorum. A quorum shall consist of a majority of the appointed Board members. Participation through electronic means shall be adequate for creating a quorum and voting on matters of the Organization. Each voting Board member present, either physically or via electronic means, shall be entitled to one vote. The majority vote of the Board during a meeting shall constitute the act of the Organization.

ARTICLE VI: TERMS OF OFFICE

Section 1: Board Members. See West Point City Code 2.05.020 (D)

Section 2: Chairperson of the Board. See West Point City Code 2.05.020 (D)

Section 3: Committee Chairs. Committee Chairs shall serve until August 31st of the year during which they are appointed, or in the case of Board members, shall serve until the end of their term. Board members serving as Committee Chairs may ask to Chair a different Committee, based on valid reasons and concerns, which the Board may approve by way of unanimous vote.

ARTICLE VII: FINANCES

Section 1: Policy. The Organization's basic financial policy shall be to raise and acquire funds for the purposes and objectives outlined in Article II Section 1 of these Bylaws, which may include the acquisition of funds and property to erect buildings suitable for those purposes and in keeping with the objectives of the Organization.

Section 2: Funds. The Organization shall allocate its properties and assets each year;

(A) For the performance of its routine administrative and operational tasks, including, but not necessarily limited to, the budgeting of live productions, the administrative expenses of the Board, advertising, and correspondence as well as savings for growth investments and acquisition of real property to enable the Organization to accomplish its objectives as defined in Article II herein. The Board shall oversee the Funds on behalf of the Organization (See Article X, Section 2) but said Funds shall be under the custody of the City finance officer coordinated through the Treasurer and disbursed in accordance with direction of the Board.

(B) Reimbursements. See West Point City Code 2.85.020 (H). All requests for reimbursements shall be approved by and submitted to the applicable Committee Chair, or other member previously designated by the Board of Directors who is overseeing the expenses for that particular purpose or project, and be accompanied by an original receipt of actual expenses incurred and a written explanation for each expense, unless a majority of the Board approves a reimbursement without an original receipt.

Section 3: Gifts, Bequests, Gratuities, and Grants. These funds shall be administered by the Board and handled in the following manner:

(A) The solicitation mechanism for acquiring these funds shall be approved and designated by the Board.

(B) Unless a donor specifies a purpose for their gift, the Board may use any donation, in keeping with the goals of the Organization, as it deems appropriate.

Section 4: Banking Practices. All Working Funds of the Organization shall be maintained with West Point City. All checks, drafts, or orders for payment of money, notes, or other

evidences of indebtedness issued in the name of the Organization shall be designated from the General Ledger account of the Organization with West Point City only after submission of a written request by the Treasurer upon appropriately approved forms designated by West Point City.

Section 5: Interest in Assets. No member of the Organization shall have any right, title or interest in any property of the Organization. No person, whose membership in the Organization is terminated, whether by death, resignation, or any other means, shall have any right, title or interest in any asset or property of the Organization.

Section 6: Compensation. See West Point City Code 2.85.020 (H)

ARTICLE VIII: DUTIES OF BOARD MEMBERS

Section 1: General Duties of all Board members

(A) Attendance at regularly held board meetings. Consecutive absences as noted in the West Point City Code without notification is considered abandonment of Board position.

(B) All financial matters such as setting annual budgets, budget adjustments, program spending, and general financial matters requires a public hearing per state code and is voted on by a quorum meeting in a publicly advertised meeting.

(C) All final programming decisions such as concert dates and themes, shows, fundraising events and performance opportunities are to be voted on by a quorum of board members in a publicly noticed meeting.

(D) All contractual agreements whether paid or unpaid such as venue, program directors and producers, and Organization commitments are to be voted on by a quorum of board members in a publicly noticed meeting.

Section 2: Chair as per West Point City Code 2.85.0301(B) the chair is to oversee proceedings and activities of the Board. As the only official duty of the chair is to conduct proceedings, the chair may fill a committee chair assignment as well. The Chair may NOT act alone or make decisions on behalf of the entire Board.

Section 3: The Vice Chair is a member of the city staff as outlined in West Point City Code 2.85.030(B).

Section 4: The Secretary shall provide an agenda of upcoming meetings for publishing consistent with West Point City regulations and keep accurate minutes of meetings.

Section 5: Treasurer. The Treasurer shall oversee the records of the Organization's finances and be responsible for an accounting of said funds at any meeting of the Board or its general membership when requested in advance of said meeting. The Treasurer shall receive monies, monitor fund balances, and facilitate the payments of any applicable and approved indebtedness

of the Organization as well as reimbursement of its members for approved expenses in accordance with the purposes and procedures outlined in Article VII and as directed by the Board.

Section 6: Board Members

-- **Theater Committee Chair.** When applicable, the Board member overseeing the Theater Committee shall recruit committee members, organize and chair meetings and activities, and report, during monthly Board meetings, on the status of the productions, classes Troupe, and any other related programs and organizations of the Committee.

-- **Board Member – Music Committee Chair.** When applicable, the Board member overseeing the West Point Music Committee shall recruit committee members, attend Music Board meetings and activities, and report, during monthly Board meetings, on the status of any activities, programs, volunteers, and sponsors of the Committee.

-- **Board Member – Sponsorships Committee Chair.** When applicable, the Board members overseeing the Sponsorship Committee shall recruit committee members, organize and supervise solicitation efforts, and report, during monthly Board meetings, on the status of such activities, volunteers, and sponsors.

-- **Board Member -- Donations and Fundraising Committee Chair.** When applicable, the Board member overseeing the Donations and Fundraising Committee shall recruit committee members, organize and chair meetings, supervise fundraising activities, and report, during monthly Board meetings, on the status of such fundraising efforts and donations to date.

-- **Board Member -- Publicity Committee Chair.** When applicable, the Board member overseeing the Publicity Committee shall recruit committee members, plan and ensure the successful implementation of all publicity efforts for the Organization, and report, during monthly Board meetings, on the status of such publicity efforts.

-- **Board Member -- Technology Committee Chair.** When applicable, the Board member overseeing the Technology Committee shall recruit committee members, manage communication for the Organization's website, provide technical support, oversee and manage all technical equipment and duties, and coordinate updates for all related websites.

-- **Board Member -- Committee Chair.** As the Board identifies new or different needs in the Organization for the purposes of meeting its objectives and purposes, the Board may establish new committees or dissolve current ones. Available Board members shall chair active committees as established herein and oversee the successful implementation of goals identified by the Board, recruit committee members and report during monthly Board meetings on the status of said efforts.

-- **Board Member -- Secretary.** The Secretary shall keep accurate and legible records of the Board's proceedings, including all minutes of meetings and decisions of the Board. He or she

shall provide copies of the minutes to all Board members for adoption in a public meeting and file said approved minutes in the office of the City Recorder as public records and publish them, for the general public, on the Organization's website.

ARTICLE IX: DUTIES OF THE BOARD

See West Point City Code 2.85.040

Section 1: Productions. The Board shall approve all productions of the Organization, along with a schedule of performances. The Board shall use the report and recommendation of the Theatre Committee Chair as a guide in the selection of shows but shall not be bound thereby. The Theatre Committee shall recommend the Production Producer and Director for each show, and the Chair shall approve these positions by majority vote of the Board. In the case of failure to fulfill their duties as Producer or Director, the Theatre Committee Chair shall assume full responsibility for the production. The Chair shall also rule on any matter referred to them by the Director or Producer or production staff.

Section 2: Finances. The Board shall approve the budgets for each Standing Committee.

ARTICLE X: DUTIES OF COMMITTEE CHAIRS

Section 1: Assets. Committee Chairs shall have custodianship of and be responsible for all purchase, sales, exchanges, and assignments of all real property owned or donated for use by the Organization, all monies approved for their Committee budgets, and the maintenance, repair, replacement, or modifications of any property owned or donated for use by the Organization according to the approval of the Board. The Committee Chairs will notify the Board of any plans for repairs or alterations of any programs or property under their jurisdiction.

Section 2: Budgets. Committee Chairs shall solicit the Board for additional monies as may be required by the Committee to the extent funds are available. It shall be the duty of the Committee to exercise prudent financial judgment in investment of the Organization's reserve funds so as to protect the purchasing power of such funds entrusted to it from the effects of inflation and general economic changes. To this end, such funds may be invested in production supplies, costuming, music, rights to shows, and other applicable theatrical needs.

ARTICLE XI: FEES AND ADMISSION CHARGES

Section 1: Public Admission. Admission tickets may be sold to the general public for all productions of the Organization, unless otherwise determined by the Board. Prices for admission tickets shall be established by the board.

Section 2: Social Events: Charges for attendance at social events shall be established by the Committee in charge of the event, subject to approval by the Board.

Section 3: Sponsorships. The Board may solicit sponsors for the benefit of providing the programs serving the purposes of this Organization and may do so by offering free attendance to

any and all productions and events presented by the Organization as well as receipt of any other bonuses, e.g. recognition, extra admission ticket, etc., or benefits as chosen yearly by the Board.

ARTICLE XII: STANDING COMMITTEES

Section 1: Establishment. Committee Chairs may establish Standing Committees, with Board approval, and appoint members to assist in the conduct of the affairs of the Organization. Standing Committees shall consist of a Chair and a minimum of two members and may include, but are not restricted to:

- A) **Bylaws.** If constituted, this Committee shall receive all suggestions for amendments of these Bylaws, prepare them in proper form and identify them as amendments to specific Articles and Sections, present them to the Board for consideration and recommendation, and submit the final draft to City Council for approval.
- B) **House Management.** If constituted, this Committee shall serve as custodian of the Theatre and Associated facilities and shall be responsible for its maintenance and appearance.
- C) **Box Office.** If constituted, this Committee shall be responsible for the establishment and operation of the box office for all live productions, including the printing of tickets, the collection of admissions, and the transmittal of such funds with a full accounting.
- D) **Nominations and Recommendations.** If constituted, this Committee, prior to the March Board meeting, shall prepare a list of nominees, after consent of each nominee, for any vacant or upcoming Board appointment or reappointment. The Committee shall submit its report to the Board for consideration during the March meeting and subsequent recommendation to the Mayor.
- E) **Plays/Productions.** If constituted, this Committee, under the direction of the Theatre Committee and by receiving suggestions from the general membership of the Organization, prospective directors, and others, and by the use of all available reference materials, shall select play titles and purchase or otherwise obtain sample copies of plays for reading. Plays shall be rated by each member of the Committee on quality of theme, situations, lines, characterizations, practicability for casting and production, potential audience appeal and other criteria the Theatre Committee deems important. On the basis of the ratings, the Standing Committee shall select a sufficient number of plays to recommend for the ensuing season and present them to the Theatre Committee with synopses and its recommendations. Recommendations may include potential directors and possible season. The Committee shall verify that all plays selected are available for presentation by amateur performers. The report of the Standing Committee shall be presented by the Theatre Committee to the Board no later than March. The Standing Committee may submit receipts of expenses, approved by the Theatre Committee Chair, incurred in the discharge of its functions to the Treasurer for reimbursement.
- F) **Programs.** If constituted, this Committee shall be responsible for preparation of the program for each theatrical production, including budget, design, execution on program, and working with the Publicity Chair for publicity needs.

G) **Publicity.** If constituted, this Committee shall prepare and arrange for all publicity for the Organization, including releases of a general character and those related to individual productions. Publicity activities shall be subject to prior approval of the Public Relations Committee Chair.

H) **Lobby.** If constituted, this Committee shall appoint a lobby coordinator and arrange for volunteers to serve as ushers and concession personnel for each performance.

I) **Finances.** If constituted, this Committee shall consist of the Treasurer, Secretary, and an assistant Treasurer. The Treasurer shall serve as Chairman, and the Committee shall prepare an annual budget for the next fiscal year for approval by the Board, during the April Board meetings, and City Council in April or May. The Committee shall conduct a quarterly review of all financial transactions and submit a report to the Board on the progress against the approved budget. The Board shall make these reports available, within a reasonable amount of time, to any member requesting such information.

J) **Director/Producer.** If constituted, this Committee shall identify candidate Directors and Producers and submit their names to the Theatre Committee for approval.

ARTICLE XIII: THEATRICAL POLICY

Section 1: Policy. The West Point Art Council states the following to be their basic theatrical policy:

A) That a goal of the Organization is to achieve a finished production of any live presentation.

B) That live shows may be presented to just the production actors' families, to sponsors, and/or to the general public or to any combination thereof as determined by the Board and Theatre Committee.

C) That shows shall be selected with due regard for excellence, audience appeal and production practicability.

D) That further goals shall be to provide opportunities and media for the exercise and enhancement of creative talents and skills of West Point residents and other interested persons and improve the cultural education and development of the community through the presentation of theatrical productions.

Section 2: Casting. The selection of performers to fill the roles of a play shall be based solely on the candidates' abilities to portray and project the roles in question, and, in the case of season ticket plays, based on public auditions. Performers may be either residents or non-residents of West Point City. The casting of a play shall be under the control of the Director with assistance of the Producer and other Theatre Committee members as deemed necessary. Advance public notice of auditions must be published, no less than fourteen days prior, on the Organization's website, at the auditioning location, and any other media approved by the Board. Auditions shall

be held over a sufficient period of time to provide all interested persons an opportunity to appear. It is the Organization's policy not to employ professional actors.

Section 3: Directors. A Director shall be recommended for each play by the Theatre Committee prior to the beginning of the theatrical season. Due regard shall be given to the ability and experience of the candidates. The Director shall be responsible for the artistic interpretation and overall production of the presentation.

Section 4: Production. Producers are recommended by the Theatre Committee prior to the theatrical season. A production staff shall be formed by each producer to perform such functions as lighting crew, stage crew, makeup, and costumes. The Producer shall be responsible for the coordination of the efforts of the production staff, subject to the general supervision of the Director. The Producer may enlist the aid of residents and non-residents of West Point City in the formulation of the production staff and creation of rules for the conduct of the production aspects of the performance. The production staff shall assure that proper care is taken of the facilities used for the production whether rented, borrowed or owned by the Organization.

ARTICLE XIV: FISCAL YEAR

The Fiscal Year of the Organization shall run from July 1 to June 30.

ARTICLE XV: AMENDMENTS

Section 1: Method of Amending. Amendments to these Bylaws may be proposed, in writing, to the Standing Committee over Bylaws, if constituted, or to the Secretary for inclusion on an upcoming agenda, or by any resident for consideration at an upcoming meeting.

Section 2: Adoption. These Bylaws may be amended by a majority vote of the Board during any publicized Board meeting and approved by City Council, in a subsequent meeting, upon said recommendation of such vote.

ARTICLE XVI: PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Revised, shall govern meetings of this Organization, except insofar as they may be inconsistent with these Bylaws."

SECTION TWO: FUTURE AMENDMENTS

Any future changes to the Bylaws adopted by this Resolution can only be made and adopted by a resolution passed and adopted by the West Point City Council.

SECTION THREE: EFFECTIVE DATE

This Resolution shall become effective immediately after the effective date of Ordinance No. 01-17-2023A.

PASSED AND ADOPTED this 17th day of January, 2023.

WEST POINT CITY

By: Brian Vincent
BRIAN VINCENT,
Mayor

ATTEST:

Casey Arnold
CASEY ARNOLD
City Recorder

