



ARTICLE 1: NAME

The name of the organization is The Chapel Hill Public Arts Commission.

ARTICLE II: AUTHORITY AND SCOPE

Section 1. Authority and Number

The Chapel Hill Public Arts Commission (hereafter known as "the Commission" is a part of the Government of the Town of Chapel Hill, North Carolina, having been established by vote of the Town Council at a meeting on the 10th day of February 1992.

The Commission is charged with the task of enhancing and enlivening the Town's public spaces through the display of art which provides a venue especially for local artists; of promoting public appreciation of the arts, and; advising the Town Council on art related issues, including conservation of town collections. The Commission shall be responsible for making recommendations to the Council on using Endowment funds and other monies from private gifts and any other fundraising activities for displays and occasional purchases, fundraising and handling operational matters such as scheduling, publicity and other matters associated with the public display of works of art.

The Chapel Hill Town Council shall appoint an advisory committee with up to eighteen (18) individuals with special knowledge, interest or expertise in the arts.

Section 2. Scope

These Bylaws are intended to supplement the matters covered by the resolution, dated 9 November 1998 and its amendments, of the Chapel Hill Town Council and not to supersede or modify any of its provisions. In the event of any conflict between the resolution and the Bylaws, the text of the resolution or any other applicable ordinance or law, shall govern.

ARTICLE III: OFFICE

The principal office of the Commission shall be located in the Town of Chapel Hill in the County of Orange in the state of North Carolina.

ARTICLE IV: MEMBERSHIP

Section 1. Designation

The membership of the Commission shall be designated Members of the Commission hereinafter referred to collectively as the Commission and individually as Members.

Section 2. Approval and Term of Membership of Members

All members of the Commission are appointed by the Chapel Hill Town Council for a term of three years. The term of office shall coincide with the annual cycle of appointment of Members by the Chapel Hill Town Council.

Section 3. Parliamentary Authority



All matters will be decided by consensus unless otherwise specified by these by-laws.

Section 4. Number of Terms Served

Members will serve no more than two (2) consecutive full terms. Any subsequent term must be interrupted by at least one (1) year's absence from the Commission, unless waived by the Chapel Hill Town Council.

Section 5 Attendance

Attendance shall be governed by the policy that three (3) consecutive, unexcused absences of any Member will be considered notice of termination.

Section 6. Vacancies

For the purpose of filling vacancies of those whose terms are expiring, the Commission shall submit names for each commission vacancy, to the Chapel Hill Town Council. The Town Council may appoint members from the recommended list or from applications made directly to the Town Council. Past service and experience with the Commission shall be considered in the vacancy filling process.

Section 7. Resignation/Termination

Any member may resign at any time by delivering written notice of such resignation to the Chair of the Commission. A person appointed in place of the member who resigned shall serve three years from the date of appointment.

A member may be terminated by a recommendation to the Chapel Hill Town Council and a vote of the Council to terminate the member.

ARTICLE V: OFFICERS

Section 1. Designation and Number

The officers of the Commission shall include the Chair and Vice-Chair or Co-Chairs if designated as such (Chairs to include hereafter mentioned Co-Chairs). The Treasurer and the Recording Secretary, if deemed necessary. Other officers may be elected from time to time, if the majority of the Commission determines it to be necessary or desirable for the efficient administration of the Commission.

Section 2. Legal Counsel

As a part of the Town government of Chapel Hill, the Town Attorney shall represent the Commission in legal matters concerning the Commission, its members and its operations.

Section 3. Approval of Officers and Terms of Office

Each Officer of the Commission shall be elected for a one (1) year term and may be re-elected as desired by the Commission in accordance with the rules set forth in these by-laws (see Article V, Section 6-8). The term of office for each Officer shall coincide with the Commission's fiscal year (July 1 - June 30).

Section 4. Special Appointment of Officers

An Officer may be appointed by a simple majority of the Commission to fill a vacancy or to serve a shortened term. This is done in unusual circumstances and will not exceed one such appointment per year. This may be done at any time during the year with an expiration date of the appointment(s) so made coinciding with the Commission's fiscal year (July 1 - June 30).

Section 5. Resignation or Termination of Officers

An Officer may resign by filing a written resignation with the Chair. An Officer may be terminated by a 2/3 vote of the remaining members of the Commission at a regular meeting, or a special meeting called for that purpose, provided that in case of a special meeting, the notice of the meeting shall specify the purpose thereof.

Section 6. Duties

a) The Chair of the Commission shall be the Chief Executive Officer of the Commission. The Chair shall preside at all full commission meetings, shall sign all documents requiring an official signature on behalf of the Commission, including its annual report to the Chapel Hill Town Council. The Chair shall see to it that the transaction of all commission business is in accord with the law, the resolution of the Town Council, these by-laws and the conflict of interest statement. The Chair shall recommend and the Commission shall approve Chairs and members to serve on the various standing and special committees of the Commission. No pronouncements made by the Chair as spokesperson or representative of the Commission shall obligate or commit the Commission except as provided by these by-laws and specifically authorized by the Commission.

b) The Vice-Chair or Co-Chair shall act in the absence of the Chair in the conduct of meetings or otherwise shall perform such duties as may be delegated by the Chair of the Commission.) The Treasurer shall be responsible for keeping of all necessary financial records to ensure oversight of the financial and other assets in the care of the Commission to satisfy all Town of Chapel Hill ordinances applicable thereto.

d) The staff person hired to work with the Commission, shall keep the records and minutes of the meetings of the Commission and any other meetings called by the Commission Chair and minutes submitted by Committee Chairs, and see that all notices are duly given as specified in these by-laws. All Commission records and minutes shall be kept at the office of the Commission and shall be open to inspection at reasonable times.

e) No bond shall be required of the Treasurer or hired staff unless required by the Town of Chapel Hill.

ARTICLE VI: COMMITTEES

Section 1. Standing Committees

The standing committees shall be: Budget and Finance, Public Relations, Selection/Exhibits and Gift Review. The Chair of the Commission shall appoint from three (3) to five (5) Members to each standing committee, for a term of one year, that term to coincide with the Commission's fiscal year (July 1 - June 30) and can be re-appointed each year.

The committees shall operate in accordance with the law, the Council vote and these by-laws and are empowered only to make recommendations to the Commission.

Section 2. Special Committees

The Chair of the Commission shall create such committees as may, from time to time, be deemed necessary. The Chair of the Commission shall appoint from two (2) to seven (7) persons to each special committee. These appointees may include non-voting community members who are not Members as long as there are at least three (3) Commission Members on the committee, one of which shall be the committee chair.

The Nominating Committee shall be an ad-hoc committee, constituted as needed to recommend new Commission appointments and officers of the Commission. Its duties shall be as follows:

- a) The Nominating Committee shall submit recommendations for officers to the Commission in writing and in advance of the meeting at which these recommendations are to be acted upon. Candidates other than those nominated by the committee may be nominated from the floor.

Section 3. Duties of Standing Committees

- a) The Budget and Finance Committee shall oversee the finances and budget of the Commission including, but not limited to preparation of grants, requests for donations from the public and other fundraising as deemed necessary.
- b) The Public Relations Committee, in coordination with the Town of Chapel Hill, shall oversee the development and implementation of all media and public information in connection with the Commission and its work.
- c) The Selection/Exhibits Committee shall be responsible for the solicitation, review, selection and display of art in or on Town Property, unless a special committee is appointed to oversee a particular project.
- d) Appointees to the Selection/Exhibits Committee may include non-voting community members who are not Members. There must be at least three (3) Commission Members on the committee, one of which shall be the committee chair.
- e) Gift Policy Committee will use the standards in the Gift Review Policy as adopted by the Commission on April 21,1999. (See Exhibit A: Gift Disclosure Form.)

Section 4. Reporting

The Commission shall make an annual report of its activities to the Chapel Hill Town Council. It shall also submit any other reports requested or required by the Chapel Hill Town Council.

ARTICLE VII: MEETINGS OF THE COMMISSION

Section 1. Public Meetings

All meetings and business of the Commission shall comply with all requirements of the North Carolina Open Meetings Law and any amendments thereto and shall be open to the public at all times. Meetings shall be conducted according to consensus of Members unless waived.

Section 2. Regular Meetings

Regular meetings of the commission shall be held monthly, unless waived by the majority of the Commission, and at such place within the Town of Chapel Hill as shall be determined by the Commission Chair and the Commission.

Section 3. Special Meetings

Upon the call of the Chair, or any four members or a vote by the Commission, other meetings of the Commission may be held at any time upon notice by letter, telegram, telephone, e-mail or in person, sent at least forty-eight (48) hours before such a meeting to each Member. All notices shall be in compliance with North Carolina Law.

Section 4. Informal Action

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If necessary, any action which may be taken at any meeting of the Commission, may be taken without a meeting if recorded telephone or written consents and dissents of all Members are filed with the records of the meetings of the Commission. Such recorded or written response shall be treated for all purposes as consensus at a meeting.

Section 5. Quorum

Fifty-one percent (51%) of the Members shall constitute a quorum for the transaction of business at Commission meetings. The consensus of those present at a meeting at which there is a quorum shall be the act of the Commission, unless the presence or affirmation of a greater number is specifically required by these by-laws.

Section 6. Consensus

All matters shall be decided by consensus unless otherwise specified by these by-laws.

Section 7. Agenda

The agenda for all meetings of the Commission shall be prepared by the Chair. Additional agenda items may be proposed by any member of the Commission. Copies of the agenda shall be sent to members prior to the date of the meeting.

Section 8. Conduct of the Meeting

All meetings shall be open to the public, but participation in discussions by members of the public shall be at the discretion of the Chair of the meeting together with consensus of the Commission. The agenda shall be followed to the extent possible, but other matters may be considered with consensus of the Commission.

Section 9. Public Appearances and Requests

Any Chapel Hill resident or organization shall be entitled to request to appear before the Commission. Such request shall be made in writing and shall be delivered to the Commission office at least fifteen (15) days before the day of the regular meeting of the Commission with a copy mailed to the Chair. The written communication shall include all relevant facts concerning the personal appearance or request. Scheduling of the appearance or the request shall be at the discretion of the Chair.

Section 10. Records

Minutes and records of the business conducted at all meetings of the Commission shall be kept and shall be open for public inspection. The Minutes and records of each meeting shall be subject to approval by the Commission and shall be signed by an officer of the Commission, usually the Secretary. The Minutes shall be forwarded to each Commission member prior to the next subsequent meeting for approval and action at such subsequent meeting.

ARTICLE VIII: COMPENSATION

No Commission member or member of its Committees shall receive compensation for services rendered as a Commission or Committee member, but by resolution of the Commission, may be reimbursed for expenses associated with other duties. Nothing herein contained shall be construed to preclude any member from serving the Commission in another capacity and receiving compensation therefor unless otherwise provided for in these by-laws.

ARTICLE IX: CONFLICT OF INTEREST

The Commission shall, to the best of its ability, make every attempt to avoid conflict of interest within its membership. Every Commission Member shall receive a copy of the Conflict of Interest Policy of the Commission. Members shall observe requirements of the (Town/County) Conflict of Interest Ordinance and shall abstain from voting on matters in which their vote could constitute conflict of interest. Members shall ask for guidance from the Commission's counsel in cases where any potential conflict of interest exists and counsel's determination shall be final.

However, any Member who wishes to provide services to The Chapel Hill Public Arts Commission in a capacity other than a Member or a Committee member, for which s/he will receive compensation, must submit a written bid to the Commission for such services in accordance with the Commission's application procedures as long as such procedures are not in conflict with the Town's procedures. Full disclosure of this action by a Commission Member must be declared to the full Commission at a regularly scheduled meeting. The Commission shall determine if the action is acceptable, is considered to coincide with the best interests of the Commission and, therefore, deemed allowable.

In addition, any Member who wishes to participate in or provide art to a project sponsored or governed by the Chapel Hill Public Arts Commission for which s/he will receive compensation, recognition or indirect benefit, must submit her/his work in accordance with the commission's policies and fill out required disclosure form as drafted by the Commission (exhibit B), excuse herself/himself from voting, discussing the project with any other commissioner or taking part in any Commission discussion relating to the project. The Commission shall determine if the action is acceptable, is considered to coincide with the best interests of the Commission and, therefore, deemed allowable.

ARTICLE X: ADMENDMENT OF THE BY-LAWS

These by-laws may be amended, added to, or repealed by a two-thirds (2/3) vote of the Full Commission.

ARTICLE XI: NONDISCRIMINATION

The Chapel Hill Public Arts Commission seeks to attract as members, qualified persons of diverse backgrounds. The Chapel Hill Public Arts Commission does not discriminate in employment, volunteer service provision against a disabled person who is otherwise qualified or against any individual on account of that individual's race, color, religious creed, age, marital status, national origin, sex, affectional preference, mental retardation or physical disability including but not limited to blindness, political affiliation, Vietnam era status, or other non-merit factors, except where physical requirements constitute a bona fide qualification necessary to proper and efficient functioning in the service.

The Chapel Hill Public Arts Commission follows Town policy regarding affirmative action to women and minority group members and does not discriminate on the basis of political affiliation or Vietnam era status.

ARTICLE XII: DISSOLUTION

In the event of dissolution of the Commission, its assets shall be turned over to the Town of Chapel Hill and dedicated to encouraging the arts in the Town of Chapel Hill. This transfer of assets shall take place before the dissolution of The Public Arts Commission.

AMENDED: 4/21/99