

BYLAWS
for the
CULTURAL MANAGEMENT SERVICES AND STRATEGIES COMMITTEE
of the
SCOTTSDALE CULTURAL COUNCIL

1 ROLE AND RESPONSIBILITIES

- 1.01 Role and Responsibilities of the Committee. The Cultural Management Services and Strategies Committee (CMSS) recommends actions to the Cultural Council Board of Directors regarding CMSS's long range plan, administrative and program policies, budget, and, assists the Board of Directors and Cultural Council staff with fund raising for programs and special projects.
- 1.02 Role and Responsibilities of the Members of the Committee.
- 1.02.01 Members will make their best effort to attend all meetings and accept assignments. Members will be permitted to miss no more than 25% of the Committee meetings in any fiscal year. It is the responsibility of each Committee Member requesting an excused absence to call the CMSS Director's office prior to the meeting. Missing more than 25% of the meetings in a fiscal year could provide reason and cause to remove a Committee Member from the Committee.
- 1.02.02 Members will prepare for all meetings by reviewing available material in advance and will participate to their fullest extent in discussions and actions.
- 1.02.03 Members will act without self-interest in accordance with the Cultural Council Ethics Policy.
- 1.02.04 Members will support all decisions and actions made or taken by the committee and the board of directors of the Scottsdale Cultural Council.
- 1.02.05 Members must provide adequate resources for the programs and activities of the CMSS Division through direct financial contributions and a commitment to raising funds. At a minimum, each committee member is expected to make a \$500 personal contribution and help raise a minimum of \$2,500 more from friends, associates, business or family or contribute it him/herself.

- 1.02.06 Members are expected to support annual Cultural Council fund raising events by attending, and in cases where tables are sold, by putting together a minimum of one table. Committee members are not expected to pay for guests but are expected to invite others to join them at important fund raising events which benefit programs of the Cultural Council.
- 1.02.07 Financial requirements related to the Committee may be waived at the discretion of the Committee Chair.

2 THE COMMITTEE

2.01 General Powers.

- 2.01.01 The powers and authority of the CMSS Committee are delineated in these Bylaws, and empowered by the Board of Directors of the Scottsdale Cultural Council.
- 2.01.02 Amendment to the Scottsdale Cultural Council CMSS Committee Bylaws: The Board of Directors may amend these CMSS Committee Bylaws by a vote of a majority of the Board of Directors at any meeting for which forty-eight (48) hours written notice will be given.

2.02 Number, Tenure, and Qualifications.

- 2.02.01 The CMSS Committee will consist of not fewer than five (5) nor more than fifteen (15) persons who will be divided into three classes in respect to term of office, each class to contain approximately one-third of the whole number of the Committee. In all cases, Committee Members will continue to serve until their successors are duly elected.

2.03 Meetings.

- 2.03.01 The CMSS Committee may provide, by resolution, for the time and place, either within or without Scottsdale, for the holding of regular meetings of the Committee. Generally, the Committee will meet monthly.
- 2.03.02 Regular meetings of the Committee may be held by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph will constitute presence in person at such meeting.

2.04 Special Meetings.

- 2.04.01 Special meetings of the CMSS Committee may be called by or at the request of the CMSS Committee Chair, a majority of Committee Members, or the President and CEO, who will initially serve as the CMSS Director. The person or persons authorized to call special meetings of the CMSS Committee may fix any place, either within or without Scottsdale, as the place for holding any special CMSS Committee meeting.
- 2.04.02 Special meetings of CMSS Committee may be held by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph will constitute presence in person at such meeting.
- 2.04.03 Notice of any special meeting of CMSS Committee will be given at least forty-eight (48) hours previously thereto, by written notice, delivered personally or sent by mail, facsimile, or electronically to each Committee Member at the Member's place of business or residence address as shown by the records of the corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any CMSS Committee Member may waive notice of any meeting. The attendance of a CMSS Committee Member at any meeting will constitute a waiver of notice of such meeting except where a CMSS Committee Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting will be specified in the notice or waiver of notice of such meeting. Whenever any notice is required to be given under the laws of Arizona, the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof, in writing, signed by all persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.

2.05 Quorum; Majority.

- 2.05.01 A majority of Committee Members will constitute a quorum for the transaction of business at any meeting but if less than a majority of the Committee Members are present at said meeting, a majority of CMSS Committee Members present may adjourn the meeting from time to time without further notice.

- 2.05.02 The act of a majority of CMSS Committee Members present at a meeting at which a quorum is present will be the act of CMSS Committee, unless the act of a greater number is required by law or by these Bylaws.
- 2.05.03 All approvals and recommendations made by CMSS Committee will be by a majority vote of CMSS Committee Members present. A quorum must be present in order to formally vote on an issue. In the absence of a quorum, the CMSS Committee Chair may elect to present recommendations and report as necessary to the Board of Directors at their next regularly scheduled meeting; and in such an instance, the CMSS Committee Chair may request that the Board proceed and consider the issue requiring a vote without the recommendation of the Committee.
- 2.06 Vacancies. Any vacancy occurring for any reason, and any seat to be filled by reason of an increase in the number of Committee Members, may be filled and approved by the Committee in accordance with Section 2.08 of these bylaws. A Committee Member elected to fill an existing vacancy will be elected for the unexpired term of the Committee Member's predecessor in office.
- 2.07 Compensation. Committee Members will not receive any compensation for their services as such but nothing herein contained shall be construed to preclude any Committee Member from being reimbursed for reasonable travel and lodging expenses, subject to budget approval by the CMSS Director and such approval made prior to incurring the expense.
- 2.08 Nomination and Election of CMSS Committee Members
- 2.08.01 Any person, whether or not a resident of the City of Scottsdale, may be nominated for and elected to the Committee.
- 2.08.02 Committee members will be nominated for a position on the Committee by the Committee Chairman in consultation with the CMSS Director and the Cultural Council President & CEO. Additional Committee members may be nominated by any existing member of the Committee, the CMSS Director or a member of the Board of Directors.

- 2.08.03 On or about the first of June each year, the Committee will elect a slate of Committee members which shall be reported to the Board of Directors. The Committee may elect Members to fill vacancies on the Committee at other times during the year if required.
- 2.08.04 The Committee will strive to create a diverse membership which includes Scottsdale citizens and minority representation which is reflective of the community. Committee membership is limited to serving up to two consecutive three-year terms, and a Committee member is only eligible to return to the Committee service after retiring from the committee for a minimum of one year.
- 2.08.05 Committee members should have a demonstrated interest in and knowledge of the arts.
- 2.08.06 Nominations for election to the CMSS Committee will be made in writing and delivered or mailed to Members of the Committee prior to any meeting of the Committee at which Committee Members will be elected.
- 2.08.07 Such notification will contain the following information to the extent known about each nominee: (a) the name and address of each proposed nominee; (b) the principal occupation of each nominee; a statement, where applicable, as to the nominee's business background, knowledge of the arts and experience in nonprofit trusteeship; and any other relevant facts regarding the nominee; (c) the donor history to the Center for the Arts and Museum of Contemporary Art.
- 2.09 Removal of Committee Members
- 2.09.01 A Committee Member may be removed from the Committee for any reason upon a two-thirds vote of the Committee. The Committee Member in question will be given ten (10) days written notice of the Committee's intention to vote on the Committee Member's removal. Before the Committee vote on removal, the Committee Member in question will be given the opportunity to be heard. After a removal, the Committee may fill the vacancy as provided in Section 2.08 of these bylaws.
- 2.10 Subcommittees
- 2.10.01 CMSS Committee will have the power to create and elect or appoint individuals to serve on subcommittees they may from time to time create.

2.10.02 The Cultural Council Board has determined that the Cultural District Committee, the Foothills Center for the Arts Committee, the Government Affairs Committee, the Desert Sculpture Center Committee and the Grants Panel will be subcommittees of the CMSS Committee.

3 LEADERSHIP OF THE COMMITTEE

3.01 CMSS Committee Chair. The CMSS Committee will have at least one representative from the Scottsdale Cultural Council Board of Directors including a Member who will serve as the CMSS Committee Chair. The CMSS Committee Chair will be appointed by the Chair of the Scottsdale Cultural Council Board of Directors in consultation with the President and CEO. The Chair of CMSS Committee will, subject to powers granted and restrictions imposed by the Board of Directors, control all of the business and affairs of CMSS Committee. The Chair's authority shall be subject only to that of the Board of Directors.

3.02 Vice-Chair The Vice-Chair will be appointed by the Chair of the Committee and serves in absence of the Committee Chair. In the absence of the Chair or in the event of the Chair's inability or refusal to act, the Vice-Chair of the Committee will perform the duties of the Chair and, when so acting, will have all the powers of and be subject to all the restrictions upon the Chair of the Committee. The Vice-Chair of the Committee will perform such other duties as from time to time may be assigned by the Chair of the Committee.

3.03 CMSS Director. The CMSS Director will be a voting, ex-officio member of the CMSS Committee. Until such time as the CMSS Director is appointed and designated by the Cultural Council President and CEO, the President and CEO will serve as the CMSS Director.