

BYLAWS
for the
SCOTTSDALE MUSEUM OF CONTEMPORARY ART COMMITTEE
of the
SCOTTSDALE CULTURAL COUNCIL

(Revised and adopted by the Board of Directors 2/22/02)

1 **ROLE AND RESPONSIBILITIES**

1.01 Role and Responsibilities of the Committee. The Committee recommends actions to the Scottsdale Cultural Council Board of Directors regarding the Scottsdale Museum of Contemporary Art's (SMoCA) long range plan, administrative, collection, and program policies, budget, and, assists the Board of Directors and Cultural Council staff with fund raising for programs, acquisitions 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 Museum 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 SMoCA through direct financial contributions and commit to raise funds for SMoCA. 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 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 the Scottsdale Museum of Contemporary Art and the Scottsdale Center for the Arts.
- 1.02.07 Financial requirements related to the Committee may be waived at the discretion of the Committee Chair.
- 1.02.08 Members are expected to attend exhibition openings and education events and invite and encourage friends, associates, business clients and/or family members to attend with them.

2 THE COMMITTEE

2.01 General Powers.

- 2.01.01 The powers and authority of the SMOCA 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 SMOCA Committee Bylaws: The Board of Directors may amend these SMOCA 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 SMOCA 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 SMOCA 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 another. 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 SMOCA Committee may be called by or at the request of the SMOCA Committee Chair, a majority of Committee Members, or the Museum Director. The person or persons authorized to call special meetings of the SMOCA Committee may fix any place, either within or without Scottsdale, as the place for holding any special SMOCA Committee meeting.

2.04.02 Special meetings of the SMOCA 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 the SMOCA 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 SMOCA Committee Member may waive notice of any meeting. The attendance of a SMOCA Committee Member at any meeting will constitute a waiver of notice of such meeting except where a SMOCA 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 SMOCA Committee Members present may adjourn the meeting from time to time without further notice.

2.05.02 The act of a majority of SMOCA Committee Members present at a meeting at which a quorum is present will be the act of the 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 the Committee will be by a majority vote of Committee Members present. A quorum must be present in order to formally vote on an issue. In the absence of a quorum, the 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 Committee Chair may request that the Board proceed and consider the issue requiring a vote without the recommendation of the Committee.

2.06 Vacancies

2.06.01 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.

2.07.01 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 Museum Director and such approval made prior to incurring the expense.

2.08 Nomination and Election of SMOCA 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 a nominating committee. The Committee Chair shall appoint a nominating committee chair and nominating committee, which shall include the Museum Director and members of the SMOCA Committee.
- 2.08.03 On or about the first of June each year, the Committee will elect a slate of Committee Members which will 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 possess some degree of art expertise and knowledge. Members might include architects, designers, artists, art consultants, art collectors, art educators, and/or community members who have an interest in and dedication to the arts.
- 2.08.06 Nominations for election to SMOCA Committee shall 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 shall 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, with the nominee's business background, knowledge of the arts, museum experience, 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 shall 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 may

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 SMOCA Committee shall 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 Public Art and Collections Committee, the Education Committee and the Marketing Committee shall be subcommittees of the SMOCA Committee.

3 LEADERSHIP OF THE COMMITTEE

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

3.02 Vice-Chair The Vice-Chair shall 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 shall perform the duties of the Chair and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair of the Committee. The Vice-Chair of the Committee shall perform such other duties as from time to time may be assigned by the Chair of the Committee.

3.03 Museum Director. The Museum Director shall be a voting, ex-officio member of the SMOCA Committee.

BYLAWS
for the
SCOTTSDALE CULTURAL COUNCIL
PUBLIC ART AND COLLECTIONS COMMITTEE

I. THE COMMITTEE

1.01 General Powers.

a. The powers and authority of the Public Art and Collections Committee (PACC) are delineated in the Public Art and Collections Policies and these Bylaws.

b. Amendment to the Scottsdale Cultural Council PACC Bylaws: The Board of Directors may amend these PACC Bylaws by a vote of a majority of the Board of Directors at any meeting for which forty-eight (48) hours written notice shall be given.

c. Amendment to the Public Art and Collections Policies: The Board of Directors may amend the Public Art and Collections Policies by a vote of a majority of the Board of Directors at any meeting for which forty-eight (48) hours written notice shall be given.

1.02 Number, Tenure, and Qualifications.

a. PACC shall consist of not fewer than five (5) nor more than fifteen (15) persons who shall be divided into three classes in respect to term of office, each class to contain approximately one-third of the whole number of PACC. In all cases, PACC Members shall continue to serve until their successors shall be elected and shall qualify.

b. PACC Members need not be Arizona residents.

c. The majority of PACC Members shall reside in Scottsdale.

1.03 Annual or Regular Meetings.

a. PACC may provide, by resolution, for the time and place, either within or without Scottsdale, for the holding of regular meetings of PACC. Generally, PACC will meet monthly, preferably preceding the Scottsdale Cultural Council Board of Directors' meetings.

b. Regular meetings of PACC may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting.

c. PACC will comply with provisions of ARS Title 38, Article 3.1, "Public Meetings and Proceedings," Arizona's Open Meeting Laws.

1.04 Special Meetings.

a. Special meetings of PACC may be called by or at the request of the PACC Chair or a majority of PACC Members. The person or persons authorized to call special meetings of PACC may fix any place, either within or without Scottsdale, as the place for holding any special PACC meeting.

b. Special meetings of PACC may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting.

c. Notice of any special meeting of PACC shall be given at least forty-eight (48) hours previously thereto, by written notice, delivered personally or sent by mail, facsimile, electronically or telegram, to each PACC Member at the Member's place of business or residence address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any PACC Member may waive notice of any meeting. The attendance of a PACC Member at any meeting shall constitute a waiver of notice of such meeting except where a PACC 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 shall 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, shall be deemed equivalent to the giving of such notice.

1.05 Quorum: Majority

a. A majority of PACC Members excluding individuals designated by PACC Members "on leave" shall constitute a quorum for the transaction of business at any meeting but if less than a majority of the PACC Members are present at said meeting, a majority of PACC Members present may adjourn the meeting from time to time without further notice.

b. The act of a majority of PACC Members present at a meeting at which a quorum is present shall be the act of PACC, unless the act of a greater number is required by law or by these Bylaws.

c. All approvals and recommendations made by PACC will be by a majority vote of PACC Members present. A quorum must be present in order to formally vote on an issue. In the absence of a quorum, the PACC 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 PACC Chair may request that the Board proceed and consider the issue requiring a vote without the recommendation of PACC.

1.06 Vacancies

a. Any vacancy occurring for any reason, and any seat to be filled by reason of an increase in the number of PACC Members, may be filled as recommended and approved by the Board of Directors in accordance with Section I.1.08 of these bylaws. A PACC Member elected to fill an existing vacancy shall be elected for the unexpired term of the PACC Member's predecessor in office.

1.07 Compensation

a. PACC Members shall not receive any compensation for their services as such but nothing herein contained shall be construed to preclude any PACC Member from being reimbursed for reasonable travel and lodging expenses, either before or after being incurred, subject to approval by PACC and/or Board of Directors.

1.08 Nomination and Election of PACC Members

a. Any person, whether or not a resident of the City of Scottsdale, may be nominated for and elected to PACC.

b. PACC Members shall be nominated for a position on PACC by the nominating committee if such nominating committee has been created by PACC, otherwise PACC Members may be nominated by any existing Member of PACC or the Board of Directors.

c. On or about the first of May each year, PACC shall determine and recommend a slate for PACC appointments, which shall be reported to the Board of Directors for approval. At the request of the PACC Chair, the Scottsdale Cultural Council Board may appoint PACC Members to fill vacancies on PACC at other times during the year if required.

d. PACC will work with the Cultural Council Board's Nominating Committee to assure that PACC is a balanced committee which includes Scottsdale citizens and minority representation which is reflective of the community. Candidates for membership on PACC are identified by the PACC Chair, staff and PACC's nominating committee. PACC Members are appointed by the Cultural Council Board for a term of up to three years. If a PACC Member has served two consecutive three year terms,

that PACC Member is only eligible to return to PACC service after retiring from the committee for a minimum of one year.

e. PACC Members usually have some degree of art expertise and may be professionals, such as architects, interior designers, artists, art consultants, art dealers, gallery staff, art collectors, art educators, docents, and/or community members who have an interest in and dedication to the arts.

f. Nominations for election to PACC shall be made in writing and delivered or mailed to Members of the Board of Directors prior to any meeting of the Board of Directors at which PACC Members will be elected.

g. Such notification shall contain the following information to the extent known to the nominating committee or PACC Member: (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, arts administration experience, and experience in nonprofit trusteeship; and any other relevant facts regarding the nominee.

1.09 Removal of PACC Members

a. A PACC Member may be removed from PACC for any reason upon a two-thirds vote of the Board of Directors. The PACC Member in question shall be given ten (10) days written notice of the Board of Directors' intention to vote on the PACC Member's removal. Before the Directors vote on removal, the PACC Member in question shall be given the opportunity to be heard. After a removal, the Board may fill the vacancy as provided in Sections I.1.08 of these bylaws.

1.10 Panels and Subcommittees

a. PACC shall have the power to create and elect or appoint individuals to serve on selection panels or subcommittees they may from time to time create.

II. LEADERSHIP OF THE PUBLIC ART AND COLLECTIONS COMMITTEE

2.01 PACC Chair PACC shall have at least one representative from the Scottsdale Cultural Council Board of Directors including a Member who will serve as the PACC Chair. The PACC Chair shall be appointed by the Chair of the Scottsdale Cultural Council Board of Directors with the advice and consent of the President and CEO. Financial requirements related to the Cultural Council Board may be waived at the discretion of the Cultural Council Board Chair and/or the Board's Finance Committee. The Chair of PACC shall, subject to powers granted and restrictions imposed by the Board of Directors, control all of the business and affairs of PACC. The Chair's authority shall be subject only to that of the Board of Directors.

Bylaws for the Public Art and Collections Committee

2.02 Vice-Chair The Vice-Chair shall be appointed by the Chair of the Scottsdale Cultural Council Board of Directors and serves in absence of the PACC Chair. In the absence of the Chair of PACC or in event of the Chair's inability or refusal to act, the Vice-Chair of PACC shall perform the duties of the Chair and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair of PACC. The Vice-Chair of PACC shall perform such other duties as from time to time may be assigned by the Chair of PACC or by the Board of Directors.

2.03 Vice President and Museum Director The Vice President and Museum Director shall be a non-voting, ex-officio Member of the PACC.

2.04 Director of Public Art The Director of the Public Art Program shall be responsible for the overall management of the Public Art Program and shall serve as the staff liaison for PACC, with no voting privileges.

2.05 City Representatives. A representative of the City of Scottsdale's Planning Department and a representative of the Community Services Department serve in a non-voting advisory capacity.