

BYLAWS OF

FRIENDS OF ROCKVILLE CIVIC BALLET, INC.
FRCB

1. **NAME AND PURPOSES:** The name and purposes of the Corporation are set forth in the Articles of Incorporation.

2. **MEMBERS OF THE CORPORATION:** Membership is open to any individual, 18 years of age or older, who supports the FRCB's mission. The Friends of Rockville Civic Ballet (FRCB) exists to provide its members the unique opportunity to engage more deeply with the art of dance and to preserve RCB's inclusiveness, diversity and unique bond of community. FRCB's mission is to support the Artistic Leadership of the RCB and its performances and programs through volunteer support of RCB's operations and fundraising. This support will have as one of its goals to preserve the works in the RCB's repertoire and thus secure the continuity of the company.

Those eligible to join the FRCB must formally register by providing their name, address and contact information to the Vice-President for Fundraising & Membership (or to any individual or committee given this duty by the Board). Dues, if any, will be established by the Board on a yearly basis.

3. **MEMBERS OF THE BOARD:**

(a) Composition: The Board shall be comprised of the following:

- i. President
- ii. Vice-President for Outreach & Education
- iii. Vice-President for Fundraising & Membership
- iv. Secretary
- v. Treasurer

(b) Authority and Duties: The Members of the Board shall have the authority and responsibility delegated by the Board as follows:

- i. The President shall preside at and conduct all meetings of the Board and of the Executive Committee, serve as an *ex officio* member of all committees, except the Nominating Committee and Audit Committee, and coordinate the work of the Board Members, volunteers and committees so that the purpose of the FRCB is served. The President may sign all contracts and agreements in the name of the Corporation after they have been approved by the Board, serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Board.
- ii. The Vice-President for Outreach & Education shall perform the duties of the President if the President is unable to do so or is absent; perform such other tasks as may be assigned by the Board and, at the request of the

President, assist in the performance of the duties of the President. The VP for Outreach & Education will also supervise the Communications Committee and is tasked with developing an enacting an Alumni Outreach Plan.

- iii. The Vice-President for Fundraising & Membership shall manage the enrollment and membership records, maintain the member database, issue contribution receipts, annually or as directed by the President prepare a fundraising and membership report for the Board, appoint Grant Application Committee members and supervise their work on behalf of the organization.
- iv. The Secretary shall keep accurate records and minutes of all meetings of the Corporation; make available minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; and maintain the minutes and a current listing, with contact information, of the Members of the Board at the office of the Corporation.
- v. The Treasurer shall ensure there is timely and adequate management of financial resources and reporting to enable the Board to monitor the organization's financial resources. The Treasurer shall advise the Board of any significant financial matters that require action by the Board and assist the Audit Committee when an audit is conducted. If required, the Treasurer shall ensure that the board engages a qualified outside auditor for an annual examination of the financial statements. The Treasurer shall serve as a member of the Finance Committee and may serve as the chair of the Finance Committee.
- vi. In the event that there are not enough volunteers to staff all of the Board positions, the Board may be staffed with those volunteers who are willing and able to redistribute the duties among themselves, as needed, in order to carry out the mission of the FRCB.

(c) Election: The initial Members of the Board shall be as listed in the Articles of Incorporation, who shall act until the first annual membership meeting or until successors are duly chosen and elected by a simple majority vote of the membership who participate in such vote and who are present and entitled to vote at a scheduled meeting.

(d) Term: Each Member of the Board shall hold office in the following staggered initial terms: 1 position to serve for 1 year, 2 positions for 2 years, and the 2 remaining positions for 3 years. A full term is 3 years. No person shall serve more than two (2) consecutive full terms on the Board. Persons serving an initial term of less than three (3) years may serve for two (2) additional three-year terms. After serving the maximum time allowed, a person may again serve after being off the Board for one year.

(e) Removal: Any Members of the Board may be removed from office, with or without the assignment of any cause, by a vote of the majority of the other Members of the Board in office at any meeting of the Board convened in compliance with these by-laws, provided that written notice of the intention to consider removal of such Members of the

Board has been included in the notice of the meeting. No Members of the Board shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

(f) Resignation: Member of the Board may resign by submitting a written resignation to the President or to the other Members of the Board, if the resigning member is the President. Failure to attend three (3) consecutive Board meetings without excuse shall constitute a resignation from the Board.

(g) Vacancy: Should a post become vacant, due to emergency, resignation or removal, the Board will have the power to make an emergency appointment, to serve out the remainder of the term. If at all possible, the Board shall call and conduct an election to fill the vacant post.

(h) Employment by the Corporation: Employees and family members of employees of the Corporation shall not be eligible to serve on the Board.

4. BOARD MEETINGS:

(a) Annual Meeting: The Annual Meeting of the Corporation shall be held at such date and time as is determined by the Board and shall follow Robert's Rules of Procedure.

(b) Regular Board Meetings: Regular meetings of the Board are open to the membership, shall be held quarterly and may be scheduled more often by the President. The first meeting of the calendar year must occur within 45 days of the beginning of the year.

(c) Special Meetings: Special meetings of the Board shall be held at any time and at any place when called by the President or by at least three (3) members of the Board or twenty-five percent (25%) of the members of the Board, whichever is greater. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

(d) Notice of Meetings: Notice of regular Board meetings, including the annual meeting, shall be in writing and delivered to the whole membership by electronic means or regular mail, at least 10 days and no more than 30 days before the day of the meeting. Notices of special meetings shall state that it is a special meeting being called and may be given orally or in writing at least 48 hours prior to the meeting time. Written notice of meetings may be delivered by electronic transmission. Failure of notice to any member shall not invalidate the meeting or any action taken at the meeting.

(e) Executive Session: At any meeting of the Board, where a quorum is present, the Board may, by a majority vote, decide to enter an executive session in which only voting members of the Board may be present. The decision to enter executive session shall be recorded in the minutes, and actions taken may be recorded in the minutes. Executive session minutes may be kept separately and confidentially, and need not include the discussion, only actions taken.

(f) Quorum: At meetings of the Board, a quorum shall consist of a simple majority or fifty percent (50%) plus one (1) of the Members of the Board then serving, present in person or telephonically.

(g) Voting: Except as otherwise provided in these bylaws, decisions of the Board shall be by vote of a majority. Each member of the Board shall have one vote. Members of the

Board may vote only in person or telephonically. There shall be no proxy voting.

(h) Telephone and Electronic Participation: Members of the Board may participate in Board meetings and vote on matters discussed therein, by means of a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the members of the Board at the meeting.

5. **COMMITTEES**: The Board may create such committees with such powers as it deems wise to have. However, the Board may not delegate to committees the following powers: the power to amend the bylaws; the power to hire or fire chief executives; the power to amend articles of incorporation; the power to approve dissolution, merger, or transfer of assets of the corporation; and the power to take any action that requires approval of the Board by law. The Committees may consist of members and board members, with the President acting as an *ex officio* member of all committees except the nominating committee and audit committee.

Committees will report to the Board and the form and manner of delivery of such reports shall be determined by the Board. The President may appoint persons to chair and serve on those committees, and may appoint persons who are not Members of the Board of the Corporation to those committees. All such appointments must be approved by the Board either prior to the appointment or be ratified at the next Board meeting.

The President may establish such additional standing committees as the President determines are appropriate for the conduct of the business of the corporation. Each committee may include persons who are not Members of the Board.

There shall be the following committees:

- (a) Executive Committee: This committee will be composed of the President, the Secretary and the Treasurer of the FRCB. The members of the Executive Committee are responsible for ensuring that the actions of the Board are carried out and for formulating a Strategic Plan, for assuring that an Annual Fundraising Plan is submitted to and passed by the Board, and for setting and managing the FRCB's Calendar.
- (b) Standing Committees: Members of the Standing Committees shall be appointed by the President. The following Standing Committees shall be formed by the FRCB to run the Bake, Craft, and Flower sales, and a Communications for FRCB's Web presence:
 - a. Bake Sale Committee: Will plan, organize, set up and staff the sale of food at the F. Scott Fitzgerald Theater lobby before and during the shows. The Bake Sale Committee will organize the collection of the members' donations of foodstuffs for the sale and collect the proceeds of the sales to deposit in the FRCB's accounts.
 - b. Craft Sale Committee: Will plan, organize, setup and staff the sale of craft and novelty items before and during the shows. The Craft Sale Committee will order and manage the items for sale at the shows and collect the proceeds of the sales to deposit in the FRCB's accounts.
 - c. Flower Sale Committee: Will plan, organize, setup and staff the sale of

flowers before and during the shows. The Flower Sale Committee is also responsible for making the bouquets the RCB Leadership deems necessary for awarding to dancers or volunteers. The Flower Sale Committee will order the raw materials and supplies necessary for the flower sale and collect the proceeds of the sales to deposit in the FRCB's accounts.

- d. Communications Committee: Members of the Communications Committee will establish and administer the FRCB's Web site. Working with the executive board, the Communications Committee may undertake other communications initiatives intended to keep FRCB members better informed. The chairperson will be appointed by the Board. The committee may appoint someone to lead the activities of the Committee.
- (c) Donor Fundraising Committee: This Committee shall prepare the fundraising campaign materials for the fundraising drives as approved by the Board with the goal of having at least an annual funds drive. The committee will also collect and track the donations to the FRCB. Members of the Donor Fundraising Committee will plan, organize and oversee FRCB's fundraising activities throughout the year, other than the ones that have their own ad hoc committees. Activities might include direct mailings, holding RCB membership dinner or lunch events, and the sale of specialty merchandise. The chairperson will be appointed by the Executive Committee or by the Vice President for Fundraising & Membership. The committee may appoint someone to lead each activity. At the conclusion of any fundraising activity, the Committee will provide a report to the Board.
- (d) Audit Committee: Members of the Audit Committee will volunteer to serve prior to the first regular annual meeting, at which time committee members will be announced. One member of the Executive Committee, other than the President or Treasurer, will chair the Audit Committee. Other Audit Committee members must be FRCB members who are not related to, or living in the same household as any current Executive Committee member. Audit Committee members will be available to serve to review the financial statements and transactions of the previous year and will report their findings at the next meeting of the new year.
- (e) Nominating Committee: The Nominating Committee shall be appointed by the President and approved by the Board. The Nominating Committee shall consist of at least two (2) Members of the Board, one of whom shall serve as Chairperson of the committee. The Board Development Committee shall be responsible for nominating persons to serve as Members of the Board. No person shall serve on the Board Development Committee for more than three (3) consecutive years.
- (f) Special Committees: The President or the Board may establish such special or ad hoc committees as they shall determine are necessary for the functioning of the Corporation. Each such committee shall be given a specific charge and term. No special committee shall have a term extending beyond one (1) year unless reappointed. The members of special committees established by the Board shall be named by the Board. The members of special committees established by the President shall be named by the President.

6. **ANNUAL REPORT:** The Board shall produce an Annual Report within 120 days after the end of the organization's fiscal year.

7. **CONFLICT OF INTEREST:** The Board shall adopt THE FOLLOWING conflict of interest policy that covers board members, staff members, and volunteers with significant decision making authority with respect to the resources of the organization and adopt procedures to establish when a conflict of interest exists as well as procedures to resolve such conflicts.

A conflict of interest may exist whenever a member of the Board, officer, member, volunteer, partner, manager, trustee or beneficiary of any concern has an immediate family member who holds such an interest in any concern. The term 'concern' shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.

No members of the Board or officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A member of the Board or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any members of the Board or officer of the organization has an interest in the concern with which such transaction is entered into, provided:

- The interest of such officer or members of the Board is fully disclosed to the board of members of the Board.
- Such transaction is duly approved by the board of members of the Board not so interested or connected as being in the best interests of the organization.
- Payments to the interested officer or members of the Board are reasonable and do not exceed fair market value.
- No interested officer or members of the Board may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.
- The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

8. **INDEMNIFICATION:** The Corporation shall indemnify its members of the Board and officers to the fullest extent permitted by Maryland and federal law including the payment of related legal expenses.

9. **EXONERATION:** To the fullest extent permitted by Maryland or federal law, no members of the Board or officer of this Corporation shall be personally liable to the Corporation or its members for money damages. Board members shall not be automatically exonerated in the case of intentional misconduct. No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to members of the Board and officers under this provision with respect to any act or omission which occurred prior to such

amendment or repeal.

10. INSURANCE: The Board shall evaluate the organization's needs for insurance coverage as appropriate for its activities including but not limited to general liability insurance, and members of the Board' and officers' liability insurance.

11. COMPENSATION: The Members of the Board of the Corporation shall serve without compensation. Members of the Board may be reimbursed for expenses reasonably incurred with prior approval of the corporation. Nothing in this paragraph is intended to preclude a Members of the Board from receiving compensation for his/her service to the Corporation in some other capacity, provided the transaction is consistent with the organization's conflict of interest policy.

12. CORPORATE RECORDS: The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Members of the Board, and all committees, and shall keep at the principal office of the Corporation a record of the names and addresses of the Members of the Board as well as its articles of incorporation, current bylaws, and board approved policies. The corporation shall make available to the public its application to the IRS for tax exempt status, its IRS determination letter, and its most recently filed IRS form 990. All books and records of the Corporation may be inspected by any Members of the Board within three (3) business days of written request.

13. SIGNATURE AUTHORITY: Upon Board Approval, any checks, notes, acceptances, and orders for payment of money shall be signed by any individual(s) authorized by the Board as described in the organization's financial policies. All contracts, leases and deeds of any kind shall be signed by the President, Vice President or any other agent of the Corporation designated by the Board.

14. FISCAL YEAR: The fiscal year of the Corporation shall be from January 1st to December 31st.


15. AMENDMENTS: These bylaws may be amended by a simple majority vote of the membership who participate in such vote and who are present and entitled to vote at a scheduled meeting. Any proposed amendment(s) must be submitted to the Members of the Board in writing with written notice of the proposed amendment(s) at least ten (10) days prior to the meeting date.

16. NON-DISCRIMINATION: The Corporation shall not discriminate against any person on the basis of age, sex, race, color, national origin, ethnicity, sexual orientation, gender identity, disability, or political or religious opinion or affiliation in any of its policies, procedures or practices.

17. DISSOLUTION: The Corporation may be dissolved by a two-thirds (2/3) vote of the Members of the Board then serving provided that notice of the proposed dissolution has been submitted to the Members of the Board in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of

dissolution, the Board shall dispose of all of the net assets of the Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.

Adopted by the Board this 28th day of April of 2017



President

4/28/17

Dated

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Board.



Secretary

4/28/17

Dated

TABLE OF APPENDICES

APPENDIX A:	Mission Statement
APPENDIX B:	Conflict of Interest Policy
APPENDIX C:	Conflict of Interest Procedures
APPENDIX D:	Financial Policy
APPENDIX E:	Audit Policy & Procedures
APPENDIX F:	Board Member Contact Information

APPENDIX A

Mission Statement

The purposes for which the corporation is formed are as follows: The Friends of Rockville Civic Ballet (FRCB) provides its members the unique opportunity to engage more deeply with the art of dance and to preserve RCB's inclusiveness, diversity and unique bond of community. FRCB's mission is to support the Artistic Leadership of the RCB and its performances and programs through volunteer support of RCB's operations and fundraising. This support will have as one of its goals to preserve the works in the RCB's repertoire and thus secure the continuity of the company.

APPENDIX B

Conflict of Interest Policy

A conflict of interest may exist whenever a member of the Board, officer, member, volunteer, partner, manager, trustee or beneficiary of any concern has an immediate family member who holds such an interest in any concern. The term 'concern' shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.

No Members of the Board or officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A Member of the Board or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any members of the Board or officer of the organization has an interest in the concern with which such transaction is entered into, provided:

- The interest of such officer or members of the Board is fully disclosed to the board of members of the Board.
- Such transaction is duly approved by the board of members of the Board not so

interested or connected as being in the best interests of the organization.

- Payments to the interested officer or members of the Board are reasonable and do not exceed fair market value.
- No interested officer or members of the Board may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.
- The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

APPENDIX C

Conflict of Interest Procedures

Section 1: Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board and members of committees with Board-delegated powers who are considering the proposed transaction or arrangement.

Section 2: Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, the Board shall meet at a regular or special meeting to determine whether a conflict of interest exists and after any discussion with-the interested person, he/she shall leave the meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide whether a conflict of interest exists.

Section 3: Addressing the Conflict of Interest: If a conflict is determined to exist, the following procedures will be used:

- i. An interested person may make a presentation at the executive board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii. The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the executive board shall determine whether the FRCB can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested members of the Board whether the transaction or arrangement is in the FRCB's best interest, for its own benefit, and whether it is fair

and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Section 4: Violations of the Conflict of Interest Policy: If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action. The Board shall, at its own discretion, determine appropriate disciplinary and corrective action.

APPENDIX D

Financial Policy

Section 1: A tentative budget shall be drafted by the Treasurer, in conjunction with the Board, for each year and approved by a majority the members present at the first meeting of the fiscal year. The budget shall become final upon approval. Emergency or extraordinary expenses will be reviewed by the Board and approved by majority vote.

Section 2: The Treasurer shall keep accurate records of any disbursements, income, and bank account information, which shall be available for inspection at the request of any Member of the Board.

Section 3: The board shall approve all necessary and ordinary expenses of the FRCB and the Executive Committee shall review and approve all requests for advance funds as these may be required to support the production of the RCB's shows.

Section 4: Check signature policy: Two authorized signatures shall be required on each check over the amount of \$500. Authorized signers and co-signers shall be any of the members of the Executive Committee (President, Treasurer and Secretary). Authorized signers may not be related to or living in the same household as any other signer. In the event that it becomes necessary, a Committee member or regular FRCB member may become an authorized signer upon Board approval.

Section 5: The Treasurer shall prepare a financial statement at the end of the fiscal year, to be reviewed by the Audit Committee for presentation to the Board and to aid the Treasurer in complying with FRCB's obligations as a 501(c)(3) organization.

Section 6: The Treasurer shall make available to the FRCB's artistic leadership the form required for advance disbursements in support of the FRCB's show production and issue the amount requested upon consultation with the check co-signer, if required.

APPENDIX E

Audit Committee Policy

APPENDIX F

Members of the Board Contact Information