

# Constitution and Bylaws

## Northwest Art Center

*Adopted at the org meeting of NWAC on Feb 11, 2009 1pm*

*Modified/Amended February 5, 2018*

### Mission Statement

The Northwest Art Center enhances lives by teaching the value of art, ideas, expression and creativity through quality visual art education for all ages and abilities.

### Preamble to the constitution

Through our Constitution, the Northwest Art Center (NWAC) provides the avenue and the support for programs in art education extending through the community and beyond. NWAC shall be a positive, essential gathering place in the community where all people are included and welcomed.

In every service we provide, it will be to educate and support the enriching nature of the visual arts to one and all. We believe the visual arts enhance lives and give a sense of dignity and value to all people.

We will endeavor always to provide the highest level of instruction, promoting the individual's creativity, leadership, and critical thinking, while striving to meet the needs of each individual student.

We intend to positively affect the role of the visual arts in all levels of education, here at NWAC and in any other location. We will communicate our belief in the essential importance of the visual arts in the schools, in the community at large and in the life of individuals.

We dedicate ourselves to the highest level of quality in teaching visual arts and in communicating our goals of quality performance, growth of the individual and service to others.

The encouragement of many talented artists, dedicated leaders, and the cooperation of the community that rallies behind our art education.

### The Constitution

#### ARTICLE I

**NAME** The organization shall be known as the Northwest Art Center (NWAC).

#### ARTICLE II

**PURPOSES** The purpose of NWAC is to promote art education, art in the local and global community, artists, and leadership. To that end, NWAC will: promote quality instruction in visual arts education conducted by experienced artists and knowledgeable teachers; reach out to those in need through art; participate in or establish conferences, programs, and hold public discussions; publish articles; host art gallery shows; and work with other related agencies in support of art education.

Said organizations is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## ARTICLE III

### ORGANIZATION AND GOVERNANCE

**Section 1: ORGANIZATION** The NWAC shall be organized to include officers and a Board of Directors.

**1.01 Number of Directors** - NWAC shall have a board of directors consisting of at least 3 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

**Section 2: OFFICERS** The officers of the NWAC shall be a President, Vice President, Secretary, and Treasurer.

**Section 3: TERMS OF OFFICE** The term of office of all NWAC Board members will be for two years. No Board member shall simultaneously hold more than one office.

#### 3.01 Terms

- (a) All directors shall be elected to serve a two-year term, however the term may be extended until a successor has been elected.
- (b) Director terms may be staggered so that approximately half the number of directors will end their terms in any given year.
- (c) Directors may serve terms in succession.
- (d) The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

**Section 4: BOARD OF DIRECTORS** The Board of Directors, hereinafter referred to as NWAC Board, shall be composed of the President, Vice President, Secretary, Treasurer, and the Executive Director (ex officio without vote). Two-thirds of the members of the NWAC Board shall constitute a quorum. The NWAC Board shall be the executive authority of the Northwest Art Center. The President shall serve as Chair of the Board.

## ARTICLE IV

### ELECTIONS

**Section 1: ELECTION OF OFFICERS** Elections for the President and Secretary shall be held in even-numbered years, and for Vice President and Treasurer in odd number years. A majority of the votes cast is required for election.

#### 1.01 Qualifications and Election of Directors

In order to be eligible to serve as a director on the board of directors, the individual must be at least 18 years of age, a legal adult. Directors may be elected at any board meeting by the majority vote of the existing board of directors.

In the event of vacancy in the office of the President, the Vice President shall assume the duties and office of President. In the event of a vacancy in either the office of the Vice President or the office of Treasurer

or Secretary, the President may appoint, with the approval of the NWAC Board, an interim officer to fill the Vice President, Treasurer, or Secretary vacancy until a new election can take place.

The Board of Directors and NWAC Board will assess the Board's skill set requirements and needs. The Board of Directors and NWAC Board will evaluate the current members of the Board of Directors ("the Board") against the following criteria:

- Proven leadership ability;
- Previous experience serving on boards (either non-profit or for-profit);
- Diversity, including but not limited to gender, ethnicity, race, age, abilities, and geography;
- Experience with organizations like the Northwest Art Center;
- Current or prior executive board officer experience (either for or non-profit);
- Knowledge and experience regarding nonprofit and volunteer organizations (not limited to art center experience);
- Specific skills such as finance, audit, legal, fundraising, marketing, public relations, diversity awareness, technology, and more.
- Community experience, connectivity and knowledge of the Northwest Art Center.

The skill set evaluation will be completed annually.

**Section 2: NOMINATING PROCEDURE** Three months prior to an election, nominations will be made for offices up for election. The election shall be in March, with nominations made in January.

### **Section 2.1: Nomination Process:**

**Step one:** Evaluation of Current Board Members. Based upon the Board's identified skill set requirements for that given year, current members will eligible for re-election will be assessed by the NWAC Board with possible assistance of a third party. Current members must receive a satisfactory assessment from NWAC Board to be considered for re-election. Elections for the President and Secretary shall be held in even-numbered years, and for Vice President and Treasurer in odd number years according to the Northwest Art Center Bylaws.

**Step two:** Receiving Recommendations for Potential New Board Members: Based upon the Board's identified skill set requirements for that given year, the NWAC Board will also consider nominees recommended by board members, the executive director, and other recommendations that come to the Nominating Committee's attention. Recommendations or resumes should include the following:

- Skills, experiences, or other qualifications as may be reasonably necessary to determine if candidates meet the needs of the skills and experience outlined above.

**Step 3:** The NWAC Board will give a list of candidates to the full Board of Directors for discussion and review.

**Step 4:** After the Board of Directors consideration and approval, a NWAC Board member will be assigned to reach out to a prospective candidate to determine their interest and assess the candidate. The NWAC Board members should assess the individuals for a high level of personal and professional integrity and commitment to promote the long-term interests of the Northwest Art Center. NWAC Board

members should be convinced that the potential Board member can commit adequate time to service as a Board member.

**Step 5:** Additional Interviews and Due Diligence: With the prospective candidate's concurrence, due diligence such as a background check (with the assistance of a third party) will be completed. The executive director will also have an opportunity to interview prospective candidates.

**Step 6:** VOTING Board Members will be eligible to vote in the March board meeting following the Nominations in January.

### **3.01 Vacancies**

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

(a) Unexpected Vacancies. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

### **3.02 Removal of Directors**

A director may be removed by a majority vote of the board of directors then in office, if:

(a) the director is absent and unexcused from two or more meetings of the board of directors in a twelve-month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the Treasurer or Secretary shall excuse the president. Or:

(b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

Directors may be elected at any board meeting by the majority vote of the existing board of directors.

## **ARTICLE V**

### **MEETINGS**

The NWAC Board shall meet at regular intervals throughout the year. Special meetings of the Board of Directors may be called by the President.

(a) **Special Meetings.** Special meetings of the board may be called by the Vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days' notice to each director of the date, time, and place, but not the purpose, of the meeting.

(b) **Board Actions.** A board member who is present at a meeting when an action is approved by the entire board is presumed to have agreed to the action unless the member (1) objects to the meeting because it was not lawfully called or convened and doesn't otherwise participate in the meeting; (2) votes against the action; or (3) is prohibited from voting on the action because of a conflict of interest. Normally, the minutes will record such objections to create a record of the dissent.

(c) **Minutes of Meetings.** Written minutes should be taken at every board meeting, by someone other than the chair. The minutes should accurately reflect board discussions as well as actions taken at

meetings. The minutes should be reviewed and approved by all board members by the next board meeting.

## **ARTICLE VI**

### **STANDING COMMITTEES**

#### **7.01 Committees**

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of one or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a) take any final action on matters which also requires board members' approval or approval of a majority of all members;
- (b) fill vacancies on the board of directors of in any committee which has the authority of the board;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repeal-able;
- (e) appoint any other committees of the board of directors or the members of these committees;
- (f) expend corporate funds to support a nominee for director; or
- (g) approve any transaction;
- (h) to which the corporation is a party and one or more directors have a material financial interest; or
- (i) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

Examples of committees that could be formed: Finance Committee, Nominating Committee. Additional members will be appointed by the head of the committee. Special committees shall be appointed as needed.

## **ARTICLE VII**

### **INCOME AND BENEFITS**

No part of the net earnings of The NWAC shall inure to the benefit of any member, sponsor, donor, creator, trustee, officer, employee, or without limitation, any other private individual, or to the benefit of any corporation, any private individual or any substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation; provided, this shall not prevent payment of reasonable compensation for service actually rendered to or for NWAC in its purposes.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such

purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The NWAC shall not divert any part of its income or corpus to any member, sponsor, donor, creator, trustee, officer, or employee; by lending any part of its income or corpus without the receipt of adequate security and a reasonable rate of interest by paying any compensation in excess of reasonable allowance for salaries, or other compensation for personal services actually rendered; by making any purchase of security of other property for more than adequate consideration for money or money's worth; or by engaging in any other transaction which either directly or indirectly results in such diversion of its income or corpus. The NWAC shall not use any income for purposes other than the objects herein before set for the and shall invest income as per established policy. The NWAC shall be so operated as to be entitled to, and receive all tax exemptions, federal and local, which from time to time be granted to charitable, scientific, or educational Centers or foundations.

## **ARTICLE VIII**

### **AMENDMENTS**

Any NWAC member may propose an amendment to the NWAC Board. Two-thirds of the votes cast is required for passage of an amendment. After review and approval by the Board, the proposed amendment shall be published in the Constitution within 30 days.

#### **Bylaw Amendment**

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the Board, provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

(b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a majority vote of a quorum of directors at a Board meeting.

(c) that all amendments be consistent with the Articles of Incorporation.

# BYLAWS

*Adopted 2009*

*Amended February 5, 2018*

## ARTICLE I

### DUTIES OF THE NWAC BOARD OF DIRECTORS

**Section 1: PRESIDENT** It shall be the duty of the President to preside at all meetings of the NWAC Board; to appoint the chair and members of NWAC special commitments with consultation and approval of the NWAC Board; to serve as ex officio (without vote) member of all committees; to establish through the NWAC Board the professional goals and programs for the NWAC; to inform the membership of the activities of the NWAC Board and the concerns of the NWAC; and to perform such other duties as usually pertain to the office of the President.

**Section 2: VICE PRESIDENT** It shall be the duty of the Vice President to assume the duties of the President in the event of absence or vacancy in that office; and to assume other duties as determined by the President. The Vice President shall have the responsibility for insuring that the Executive Director position is filled, contract negotiations, and conducting a performance review of and supporting the Executive Director.

**Section 3: TREASURER** It shall be the duty of the Treasurer to serve NWAC budget, be a liaison with bookkeeping and perform such other duties as usually pertain to the office of the Treasurer; and as other duties as determined by the President.

**Section 4: EXECUTIVE DIRECTOR** The Executive Director shall serve as an ex officio member of the Board and shall administer the policies of the Association as determined by the Board of Directors. The Executive Director shall have the authority to represent and to act for the NWAC Board in the interval between meetings of that body.

**Section 5: SECRETARY** – shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

## ARTICLE II

### DUTIES OF NWAC BOARD, STANDING COMMITTEES AND SPECIAL COMMITTEES

**Section 1: THE NWAC BOARD** The NWAC Board shall serve as the executive authority of the NWAC. It shall make policies and provide such supervision as may be necessary to promote the best interests of the NWAC goals and programs. It shall determine and approve the annual budget. An Executive Director shall be employed by the NWAC Board with duties and compensation determined by the Board.

- 1) **Books and Records.** A board member should have general knowledge of the books and records of the organization as well as its general operation. The organization's articles, bylaws, accounting and membership records, voting agreements and minutes must be made available to board members who wish to inspect them for a proper purpose.

**Section 2: COMMITTEES** The NWAC President may appoint special committees to undertake special assignments.

## ARTICLE IV

### MEMBERSHIP AND DUES

- 1) Membership shall be open and non-discriminating to any person regardless of race, color, religion, gender, national origin, ancestry, age, medical condition, disability, sexual orientation or any other characteristics protected by law. They shall have No Voting Rights.
- 2) All participating members are required to follow the NWAC guidelines/rules set forth by the directors and will have No Voting Rights.
- 3) Membership lists shall not be published nor made available outside the NWAC.
- 4) No member shall make representation to any public official or body, or speak or act publicly in the name of NWAC without approval from the President of the Board of Directors.
- 5) The NWAC shall follow the guidelines of the King County Anti-Harassment Policy - <https://www.kingcounty.gov/about/policies/aep/personnelaep/per2233aep.aspx>

All these rules stated above apply to NWAC Board Member except for Voting Rights.

#### Membership Types:

**Exhibiting Member:** An exhibiting member is an artist, arts worker, or cultural worker who has specialist training in his or her field (not necessarily in an academic institution) is recognized by peers, is committed to devoting significant time to the artistic activity and has a history of public presentation.

**Student Member:** A student member is an art student who is enrolled in any class being held by or sponsored offsite by the NWAC.

**Teacher Member:** A teacher member is an art teacher who is teaching any class at the NWAC or is sponsored by the NWAC offsite.

**Patron Member:** Patron members are individuals, businesses or organizations that are interested in supporting us and align with our mission and goals. Patron members have no voting rights. Patron members are not eligible to receive proceeds.

#### Membership responsibilities:

Student members must pay for classes as is outlined in the class descriptions.

Teacher members must provide quality art education for all.

Exhibiting members must follow NWAC codes of conduct.

## ARTICLE V

### MANUAL OF POLICIES AND PROCEDURES

The NWAC Board shall adopt and publish policies which govern the procedures of The NWAC.

## **ARTICLE VI**

### **ADOPTION OF CONSTITUTION AND BYLAWS**

After presentation of the proposals for reorganizations to the membership and upon the majority approval of the votes cast from the current NWAC membership eligible to vote, this Constitution and Bylaws become operative immediately.

## **ARTICLE VII**

### **FISCAL YEAR**

The fiscal year will extend from July 1 to June 30.

#### **7.01 Conflict of Interest**

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board delegated powers.

## **ARTICLE VIII**

### **RULES OF ORDER**

Robert's Rules of Order shall be the guideline on all questions of procedure not otherwise covered in the Constitution and Bylaws.

## **ARTICLE IX**

### **AMENDMENTS**

Any NWAC member may propose an amendment to the NWAC Board. Two-thirds of the votes cast is required for the passage of an amendment. After review and approval by the Board, the proposed amendment shall be published in the Constitution and Bylaws within thirty days. The Constitution and Bylaws must be reviewed by all Board members.

## **ARTICLE X**

### **PUBLICATIONS**

Published professional journals, periodicals, and Social Media, Newsletter and other publications must satisfy the needs and unique roles of The NWAC membership.

#### **10.01 Social Media Policy**

##### **Advocate**

We encourage you to get engaged on social media. It is critical to our work of advocacy and can help people learn more about our agency and services.

- **Be transparent:** If you publish content to any website outside of NWAC and it is associated with NWAC's work or your role here disclose that you work here.
- **Be truthful:** If you have a vested interest in something you are discussing, be the first to point it out and be specific about what it is.

- **Be yourself:** Stick to your area of expertise; only write what you know. If you publish to a website outside NWAC, please use a disclaimer like this one: “The postings on this site are my own and don’t necessarily represent NWAC’s positions, strategies, or opinions.”
- **Be up-to-date:** If you are leaving NWAC, please remember to update your employment information on social media sites.
- **Be an ambassador:** Write a blog, share a story, follow us on social media and share with your friends and family.

## Protect

Make sure all that advocacy doesn’t violate NWAC’s confidentiality or legal guidelines for client and employee information—or your own privacy. Remember, if you’re online, you’re on the record—everything on the Internet is public and searchable. And what you write is ultimately your responsibility.

- **Don’t tell secrets:** Never disclose client information or photos without permission from the client. Don’t disclose fellow employees’ information or photos without checking with them first.
- **Don’t slam NWAC:** Play nice. Anything you publish must be true and not misleading. Take in consideration the impact your content will have on NWAC’s reputation. Keep your relationship with your employer a healthy one. If you have concerns, talk to us.
- **Don’t overshare:** Be careful out there—once you hit "share," you usually can’t get it back. Pause before you post, especially if you’re angry or frustrated.
- **Don’t get ahead of yourself:** If you have an idea for a communication tool, talk to the pros. Social media channels, newsletters and other “formal” communication channels should follow a media plan and be approved by the communications department. If you’re not an official spokesperson of NWAC, don’t speak to press. Please follow NWAC’s media protocol.
- **Don’t harm our brand:** When creating any materials to be used on Center channels, websites or for print please utilize the current branding guide and associated best practice tips sheet to keep your work inline with Center standards.
- **Don’t be mean:** This should go without saying, but things like ethnic slurs, sexual harassment and personal insults don’t have any place in creating a world without violence. Conduct should be consistent with NWAC’s handbook policies.

## Use Common Sense

Perception is reality and in online social networks, the lines between public and private, personal and professional, are blurred. Just by identifying yourself as a Center employee, you are creating perceptions about your expertise and about NWAC. Do us all proud.

- **Add value:** There are millions of words out there—make yours helpful and thought-provoking. Remember, it’s a conversation, so keep it real. Build community by posting content that invites responses—then stay engaged. You can also broaden the dialogue by citing others who are writing about the same topic and allowing your content to be shared.
- **Did you screw up?** If you make a mistake, admit it. Be upfront and be quick with your correction. If you’re posting to a blog, you may choose to modify an earlier post—just make it clear that you have done so.
- **Be an active bystander:** If you see something being shared related to NWAC on a social media platform that shouldn’t be happening, immediately inform the Board President or Executive Director.

**Disclaimer**

We do not post any photos of children or adults doing art at NWAC or at NWAC events without prior written or verbal permission. It is required to obtain written parental permission for all images and videos used for social media or online promotion or contests of minors (person under age of 18).

# Northwest Art Center

## Conflict of Interest Policy

*Adopted at the Organizational meeting of the Northwest Art Center on February 11, 2009, 1pm.*

*Amended February 5, 2018*

### **ARTICLE I**

#### **Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (NWAC) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the NWAC or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. (see <http://apps.leg.wa.gov/rcw/default.aspx?cite=24.03>)

### **ARTICLE II**

#### **Definitions**

##### **1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

##### **2. Financial Interest**

A person has financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the NWAC has a transaction or agreement,
- b. A compensation arrangement with the NWAC or with any entity or individual with which the NWAC has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the NWAC is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2 a person who has a financial interest may have a conflict of interest only if the appropriate governing body or committee decides that a conflict of interest exists.

### **ARTICLE III**

#### **Procedures**

## **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, and interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

## **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

## **3. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the governing board or committee 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.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence the governing board or committee shall determine whether the NWAC 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.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the NWAC's best interest, for its own benefit, whether it is fair and reasonable to enter into the transaction or arrangement.

## **4. Violations of the Conflicts of Interest Policy**

- a. If the governing board or committee 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.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **Article IV**

### **Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **Article V**

### **Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the NWAC for services is precluded from on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the NWAC for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the NWAC, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **Article VI**

### **Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the NWAC is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes
- e. Secretary shall be responsible for getting signatures from all at Yearly Board Retreat.

## **Article VII**

### **Periodic Reviews**

To Ensure the NWAC operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnership, joint ventures, and arrangements with management organizations conform to the NWAC's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## **Article VIII**

### **Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the NWAC may, but need not, use outside advisors. If experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## NWAC Travel Policy

A. It is the policy of Northwest Art Center to provide reimbursement for employees and volunteer board members for pre-approved travel related expenses, including transportation, hotels, and food. These expenses must be reasonable and necessary, as well as job-related, and must be pre-approved in writing by [the Executive Director/ Board of Directors].

B. Northwest Art Center will only reimburse for pre-approved travel related expenses when the employee provides documentation of the expense with receipts from purchases or other verifiable documentation. All travel related expenses must be pre-approved at a NWAC Board meeting by a majority vote, prior to said travel.

C. All employees and volunteer board members must submit a fully and accurately completed EMPLOYEE PRE-TRAVEL REQUEST FOR BOARD APPROVAL form for board approval at a board meeting 1 month prior to your business travel. The board is responsible to notify employees within 24 hours the outcome of the vote.

D. Employees seeking reimbursement must complete the NWAC TRAVEL EXPENSE REIMBURSEMENT FORM. The form must be fully and accurately completed, and submitted to the [Executive Director /Board of Directors.] All receipts should be scanned/attached and submitted with the form.

- Local travel will be reimbursed by check only in accordance with applicable policies and procedures. This includes reimbursement for transportation by taxi and/or public transportation, and, when pre-approved, use of an employee's personal automobile.

- Northwest Art Center will reimburse employees for the use of their personal automobile in accordance with the federally approved mileage rate for business use of personal vehicles. (54 cents/mile and a limit of 75 miles)

- Reimbursement of meals via a pre-approved (per diem) when there is no overnight travel should be paid by the organization only when the meal has a defined business purpose and pre-approved. Per Diem meal amounts are referenced on the Travel Expense Reimbursement form.

- For out-of-area or out of country travel, Northwest Art Center will reimburse all pre-approved travel related actual costs, such as hotel accommodations, transportation to and from the destination, including airline, train or bus tickets, taxicab fares, meals via a per diem and gratuities etc.

o A per diem amount limited to the federally approved per diem limits will be provided to employees for meals (breakfast, lunch and dinner).

- Employees and volunteers should travel at the lowest available airfare to accommodate the purpose of the business trip.

- Employees, guest teachers, volunteer board members may choose to donate travel expenditures and not submit for reimbursement.

Adopted and recorded in the minutes: This \_\_\_\_ day of, \_\_\_\_\_, 2008

Revised: This 19th day of, September, 2012

Revised: This 5th day of February 5, 2018

Date of Incorporation: August 22, 2007