

PRINCE WILLIAM COUNTY ARTS COUNCIL CHARTER

ARTICLE I: AUTHORITY

By Resolution No. 23-298 adopted on June 6, 2023, the Prince William Board of County Supervisors (BOCS), under its authority in § 15.2-1411, VA Code Ann., established an advisory body to be known as the Prince William County Arts Council (Council).

ARTICLE II: MISSION

The Council shall promote and support local artists and arts organizations and enlighten and educate audiences about the arts in Prince William County, the City of Manassas, and the City Manassas Park, hereinafter referred to as the Greater Prince William Area.

ARTICLE III: PURPOSE

The Council shall promote and support excellence and growth of the arts community in Greater Prince William Area through various means including marketing (advertising and promotion), program development, needs assessment, public engagement, organizational development support, information sharing, and building use coordination for Council members, and serve as an advisory body to elected bodies.

ARTICLE IV: MEMBERSHIP DUES COLLECTION AUTHORITY

The Council shall have the authority to set, charge, and collect membership dues, which shall be used to further the mission of the Council. Membership dues amounts shall be set annually and shall remain stationary for the entire fiscal year. The Council Board of Directors (Board) shall submit its proposed dues fee schedule and revenue estimate to the Department of Parks, Recreation, and Tourism (DPRT) Liaison in February of each year for inclusion in the Annual Prince William County (County) Operating Budget.

ARTICLE V: GRANT-MAKING AUTHORITY

The Council shall have the authority to award Technical Assistance Grants (TAG) and other grant programs, funded through Council membership dues.

The total amount of TAG funds per fiscal year shall be determined by the Board Grant funds shall be awarded consistently and in accordance with the approved policy attached herein as Exhibit A.

ARTICLE VI: ORGANIZATION

Section I. Organizational and Governing Structure. The Council shall be composed of an elected and appointed Board of Directors. Appointed members shall be appointed by the Prince William Board of County Supervisors (BOCS) and serve at the pleasure of the BOCS. Elected Directors shall be elected by the Arts Council membership. The affairs of the Council shall be managed through its Board of Directors. Directors all have voting authority. The Council shall also include individuals and organizations that register for membership. Members are not Directors and shall have no voting authority with the exception of annual Board elections.

Section II. Staff Liaison and In-Kind Services. DPRT shall assign an employee to support the Council in the performance of its duties under this Charter (Arts Council Liaison) and provide various in-kind services such as website development and management as the budget allows.

A. Arts Council Liaison Duties. The Arts Council Liaison strictly serves in an administrative support role and shall only perform the following functions in conformance with County policy and Arts Council Standard Operating Procedures, unless approved otherwise by the DPRT Director:

1. Attend Board and Council meetings as necessary.
2. Coordinate agenda items for BOCS meeting.
3. Channel communication between the Council and DPRT regarding policy matters and initiatives by working directly through the Chairperson.
4. Administer all financial business including but not limited to dues collection, grant disbursement, and procurement in conformance with standard operating procedures.
5. Contract administration and logistics assistance for special events.
6. Coordinate the processing of all accounts payable and receivables for

programs in conformance with standard operating procedures.

7. Coordinate printing for promotional materials upon request by Committees.
8. Coordinate school and County facility usage
9. Work with the DPRT Communications Division to assist in promoting activities for Council members utilizing available Arts Council media channels managed by DPRT.
10. The support function of the Liaison shall not relieve the Council Board from assuming primary responsibilities for the day-to-day planning and operations of the Arts Council, including but not limited to strategic planning, membership and Board management (including responsibility for communications), administration of Executive Committee, administration and management of sub-committees, and planning and execution of programs, workshops, and special events.

B. Arts Council Liaison Requests.

1. The Arts Liaison shall not speak on behalf of the Arts Council Board and shall direct media inquiries to the Chair.
2. The Arts Liaison is a County employee appointed by the DPRT Director and reports to a DPRT staff supervisor and shall only take direction from his/her supervisor.
3. The Arts Liaison is not permitted to fulfil requests that fall outside of his/her official duties.

Section III. Membership.

- A. Eligibility for Membership.** Any individual(s), organization or business that is committed to the promotion or preservation of the cultural arts in Greater Prince William and subscribes to the mission of the Council shall be eligible for membership benefits. The Board shall act upon requests for membership at the next regularly scheduled Board meeting following receipt of the request and shall notify the applicant of membership status. Annual membership follows the County fiscal year (July 1-June 30).

Annual membership dues shall be determined by the Board and are to be paid between July 1 and April 30 of each year in order to receive full term benefits. Membership categories shall be as follows:

1. Individual artist, group, student, or arts supporter
2. Non-profit arts organization
3. For-profit arts organization
4. Business supporter of the arts
5. Associate (residency and majority of artistic presentations not based in Prince William County, Manassas, or Manassas Park)

B. Additional Membership Requirements. A member must:

1. Comply with Title VI, Section 601 of the Civil Rights Act of 1964.
2. Comply with Section 504 of the Rehabilitation Act of 1973.

C. Benefits of Membership. Dues paying Members shall:

1. Be entitled to one (1) vote at all meetings of the general membership elections at the annual meeting. Each organization shall designate in writing the one (1) voting representative with the Council Secretary. If the designated representative cannot attend, an alternate is allowed to vote but must be a member of the associated organization.
2. Be eligible to apply for TAGs (not available to Associate Members and Business Support).
3. Be eligible for discounted use fees and scheduling assistance at Prince William County Public School facilities.
4. If a non-profit organization, be eligible for early request of the Ferlazzo Building.
5. Be eligible to receive discounted booking fees of the Locust Shade Park Amphitheatre.

6. Be eligible to participate in special events hosted by the Council or DPRT, such as educational workshops and award programs.
7. Be eligible to receive media promotion and marketing of arts-related programs, through outlets such as the Council online calendar of events and newsletter.

D. Other.

1. **Special Considerations.** The Executive Committee may issue a waiver of dues on a case-by-case basis for new arts organizations and individuals with less than twelve (12) months of operation.
2. **Loss of Membership.** Reasons for loss of membership shall be by:
 - a. Voluntary departure.
 - b. A two-thirds (2/3) vote of the Board for acts or conduct prejudicial to the best interest, principles, or purpose of the Council mission. In such cases those members who have had their memberships revoked shall not be eligible to rejoin unless voted back in by a two-thirds (2/3) vote.

Section IV. Board of Directors.

A. Number, Qualifications, Election and Terms of Office.

1. The Board shall consist of no more than eighteen (18) Directors. Each Director shall be a member of the Council, joining either before or immediately after their appointment as a Director. The Directors shall consist of the following:

Eight (8) Directors (hereinafter referred to as appointed Directors) appointed by the BOCS, one (1) for each BOCS member. These appointed Directors shall automatically become members of the Council upon appointment by the BOCS with membership dues being waived. Appointed Directors shall be residents of Prince William County and shall provide expertise to the Council in such areas as financial management, grant review, business management, legal counsel, arts education, marketing, event coordination, fundraising, and arts appreciation.

Except as provided in the preceding paragraph, no more than ten (10) Directors (hereinafter referred to as elected Directors) shall be elected by the general membership (including Appointed Directors). Elected Directors shall be members of the Council, representing various membership categories. Dues shall not be waived for elected members.

2. Each elected Director's term shall be for two (2) years. Half of the elected Directors shall be eligible for election each year, allowing for staggered terms and continuity on the Board.
3. No member organization shall have more than two representatives serving on the Board at any time. A representative of an organization is one who votes, pays dues, or is actively involved in the production of an organization's activities.

B. Assumption of Duties. Newly elected and appointed Directors will assume their duties starting with the next meeting of the Board, or the next meeting of the membership, whichever comes first, following the annual meeting of the Council.

C. Vacancies.

1. **Elected Directors.** When there is a vacancy for an elected Director's seat, other than the Chairperson, the position shall be filled by a majority vote of the remaining Directors present and voting. The vacancy shall be filled for the remainder of the unexpired term, starting with the next meeting of the Board. Vacancies shall be filled within sixty (60) days of the vacancy.
2. **Appointed Directors.** When there is a vacancy for an appointed Director's seat, the Board Chairperson shall send a written request to the BOCS via the DPRT Director to appoint a new person to fill the vacant seat for the remainder of the unexpired term. The Chairperson shall provide recommendations for prospective Directors to the BOCS via the DPRT Director in advance of term expirations.
3. **Chairperson.** To fill a mid-term vacancy for the Chairperson, a majority of the remaining Directors present and voting shall elect a new Chairperson from among the Board's current membership to fill the remainder of the unexpired term. The Chairperson vacancy shall be

filled within sixty (60) days of the vacancy.

D. Powers and Duties. The Board shall have general power to manage and control the affairs and property of the Council; and shall have, by majority vote, governing action of the rules and regulations for the Council in accordance with County policies and state and federal laws. DPRT shall have full management and authority with respect to the distribution and payment of all monies received by the Council.

E. Resignations and Removals.

1. Any appointed or elected Director may resign at any time by written notice to the Board Chairperson and Secretary. Any elected Director may be removed from office for acts or conduct prejudicial to the best interest, principles, or purpose of the Council mission as well as or deliberate and repeated Charter violations by a two-thirds (2/3) vote of the Board. In such cases the removed Board member shall not be eligible for re-election for one (1) full term and cannot hold an elected officer's seat for two (2) full terms. 2. Removal of Board member does not revoke their membership.
2. A written petition signed by 10% of the Council membership to remove an elected Director shall result in a special meeting of the membership, with the aforementioned Director having an opportunity to address the membership at the special meeting. An affirmative vote by two-thirds of the membership attending the special meeting shall result in the immediate removal of the elected Director. Any resulting vacancy will be filled by the Board, following the process described herein.
3. Following two consecutive absences by an elected Director at regular Board meeting, with no prior notification to the Chairperson and the Secretary, the Board Chairperson shall notify the Director that he/she must attend the next Board meeting or he/she shall be automatically removed from the Board. The vacancy for the remainder of the Director's term shall be filled through the vacancy process described herein.
4. Following two consecutive absences by an appointed Director at regular Board meeting, with no prior notification to the Chairperson, the Chairperson shall notify the Director that he/she must attend the

next Board meeting or the BOCS will be asked to remove the Director and appoint another representative.

- F. Responsibilities.** Directors who are not officers of the Board shall be responsible for actively contributing to the fulfillment of the Council's mission and shall serve on at least one standing committee and undertake such projects as may be specifically requested by the Board and its officers.

Section V. Conflicts of Interest.

- A. Establishing the Existence of a Personal or Pecuniary Interest.** In the event that any Director has, or has reason to believe that he or she may have, a personal or pecuniary interest or involvement in a matter pending before the Board, he or she shall immediately disclose the interest or involvement to the Board during an open meeting for recordation in the Board meeting minutes. The Director involved shall be ineligible to participate in any votes pertaining to the conflicted matter.
- B. Waiver of Conflict.** The existence of a conflict shall not automatically prevent the Council from becoming involved with the organization or person who triggered the Director's conflict. The remaining Directors may vote to waive the conflict and move forward with the relationship or business transaction. This waiver shall not, however, empower the conflicted Director to vote on matters related to the conflicted matter. Further, the waiver can only occur if the remaining Directors have been fully advised of the nature and scope of the conflict, and the vote in favor of waiver is recorded in the Council's meeting minutes.
- C. Reimbursement.** Directors shall fulfill the duties and obligations of Board service without compensation with the exception that expenses incurred in furtherance of the Council's business are allowed to be reimbursed with documentation and approval of the Board and DPRT Liaison.

Section VI. Executive Committee.

- A. Number, Qualifications, Election and Terms of Office.**
The Executive Committee of the Board shall be the Chairperson, Vice Chairs, Treasurer, and Secretary, all of whom shall be elected for a term of one year (1) by a majority of those Directors present and voting at a meeting

of the Board immediately following the annual membership meeting. The Executive Board is responsible for the professional execution of all Council activities and business and working together to facilitate strategic planning.

B. Chairperson. The Chairperson shall preside at all meetings of the Board, authorize calls for any special meetings, create all ad hoc committees (and appoint the ad hoc Chair), execute all documents authorized by the Board, and set agendas for Council meetings in consultation with officers as necessary, lead Board capacity building, and generally perform all duties associated with that office.

C. Vice Chairs. The Chair of each of the Standing Committees shall automatically become a Vice Chair of the Board:

1. Vice Chair for Marketing (1st Chair Pro Tempore in the absence or resignation of Chair)
2. Vice Chair for Programs (2nd Pro Tempore)
3. Vice Chair for Nominations & Membership (3rd Pro Tempore)

The Vice Chairs shall perform such duties as the Chairperson and the Board shall direct, at the discretion of the Chairperson.

The 1st Chair Pro Tempore shall preside at meetings in the absence of the Chairperson.

D. Treasurer. The Treasurer shall perform such duties as customarily pertain to the office, provide monthly written reports on the status of Council funds to the Board and Executive Committee, and issue an end-of-the-year financial report to the Board. The Treasurer may request an ad hoc committee to assist with budget preparation.

E. Secretary. The Secretary shall perform such duties as customarily pertain to the office, including keeping of the minutes of Council meetings, along with other books and records of the Council. A draft version of the minutes of each meeting shall be provided to the Directors for their review prior to the next meeting. A copy of the approved minutes of each meeting shall be available to the membership within ten (10) days of the approval of the minutes. The Secretary shall notify all officers and Directors of their election, send the agenda with minutes to each member, and perform such other duties as the Chairperson and Board direct.

Section VII. Standing and Ad Hoc Committees.

A. Standing Committees. Standing committees shall consist of the following:

1. **Marketing Committee--** Coordinates the execution of all activities related to delivering the Arts Council's brand and leads the development of a promotional strategy for Council programs in alignment with DPRT standards and wider strategy. The Marketing Committee funnels all website needs for www.pwcartscouncil.org to the Arts Liaison.

Programs Committee--Leads the planning and production of programs and events that create opportunities for the arts to flourish in Prince William County. They are responsible for creating and updating event plans for each program and event. They also evaluate requests for new events.

2. **Nominating and Membership Committee--**Identify, recruit, and on-board new Board members to meet identified needs and promote and track Council membership.

B. Committee Membership. The Chair of each standing committee shall be a member of the Board and shall serve on the Executive Committee. In addition to the Chair, members of standing committees may include members of the Council and non-members who can contribute to the purposes and goals of a particular Committee. The standing committees shall determine appropriate meeting schedules to accomplish their duties; a quorum for committee meetings shall be one-half (1/2) of the committee membership. All committees shall consist of at least three (3) individuals, including the Chair. The Committee Chair shall appoint all Committee members, who shall serve for a one (1) year term.

C. Quorum. Standing Committees require a quorum, which shall constitute a majority of appointed members.

D. Vacancies. Vacancies occurring in Committee shall be filled by the Committee Chair to fill out the remainder of the term.

- E. **Ad Hoc Committees.** The Board Chair or Executive Committee via the Chair may provide for such other committees as appropriate and may, from time to time, delegate to each committee such duties and powers, not inconsistent with this Charter. The Board Chair shall appoint all Ad Hoc committee Chairs. Ad Hoc Committees shall be subject to the same requirements of standing committees as addressed in this Section.

ARTICLE VII: BOARD MEMBER DECORUM

A. Requirements. All Board members shall conform to the following standards for decorum, which are rooted in the County's values of Respect, Integrity, Creativity, Teamwork, Excellence, and Responsibility:

1. Any Board member who has a concern about another Board member, which he or she is not able to first resolve through one-on-one dialog, shall bring the issue to the Chair if he or she feels redress is required. Concerns with the Chair shall be directed to the Executive Committee.
2. Directors and Council members shall work within the confines of their body to solve problems cooperatively. Any Board or Council member who has a concern about Council business shall bring the issue to the Chair and/or the entire Board for resolution and avoid reverting to outside parties.
3. Failure to win Board consensus for a personal position after afforded the opportunity to be heard and all votes are cast, ends the debate and members are expected to respect and support the outcome of the majority.
4. Directors and Council members shall not present themselves as speaking on behalf of the entire Arts Council Board in private or public settings or speak on behalf of other members without their written permission.
5. Directors and Council members with concerns about a DPRT staff member shall bring them directly to the DPRT Director of his/her appointee, not the staff member him/herself.

ARTICLE VIII: RULES OF PROCEDURE

A. Requirements. All Directors and Council members shall conform to the following Rules of Procedures, in addition to those mandated by the Freedom of Information Act (FOIA) and Roberts Rules of Order:

1. Only Directors can participate in formal Board business meetings.

- Council members and visitors may have the opportunity to speak during a public comment period as determined by the Board.
2. Questions and remarks during Board meetings shall be limited to those relevant to the pending business.
 3. Remarks from Directors while engaged in floor debate during Board meetings shall be limited to three (3) minutes.
 4. Board members shall address all remarks to the Chair or presiding officer, not other Board members.
 5. Board members shall not speak without being recognized by the Chair including calling out or interrupting others who are speaking.
 6. The Chair reserves the right to not recognize a Board member when such member repeatedly fails to follow proper decorum after two (2) warnings.
 7. A meeting of three (3) or more elected or non-elected Board members (or a mix thereof) constitutes a meeting and is subject to open meeting law. Therefore, Board members shall not send emails to more than one (1) Board member at a time or “reply all” to group emails from other Board members.
 8. Nothing contained herein shall prevent Board members from conversing with one another on a one-on-one basis between open meetings or from more than two (2) members attending an event, as long as they are not engaged in Arts Council business discussion.
 9. Only the Arts Council Liaison, other County staff, and in some cases the Executive Committee members shall be permitted to send group emails to convey routine business information, important dates or reminders, or to request information, to which Board members shall respond directly to the sender and not copy other Board members.
 10. All efforts shall be made to hold all Board meetings in-person, including committee meetings. Virtual participation by Board members is only allowed in accordance with Section 2.2-3708.3, VA Code Ann.
 11. All new agenda requests shall be submitted to the Chairperson and Secretary, in writing, at least five (5) days before the meeting. The Chair is not obligated to accept agenda item requests.
 12. Board members shall direct all media inquiries to the Chair who shall determine the appropriate responder.
 13. Board members can express their personal views during meetings but shall not speak on behalf of the Arts Council.

ARTICLE IX: MEETINGS

Section I. Annual Arts Council Meeting. An annual meeting of the Council membership shall be held in June of each year, the exact date to be determined by the Board. The purpose of the annual meeting shall be to elect Directors, present annual financial and dues reports, and conduct other business as needed. Only Council members current with dues may participate in voting.

Section II. Arts Council Board Meetings.

- A. Meeting Schedule.** There shall be at least four (4) meetings of the Board each year and held on the second Tuesday of the month. All meetings will be publicized in accordance with FOIA/public meeting laws.
- B. Quorum.** One-half of the Directors shall constitute a quorum.
- C. Motion.** A motion is passed when approved by a majority of the Directors present and voting. Proxy voting is not permitted. Email and phone votes may be allowed.

Section III. Special Meetings.

- A. Council Membership Meetings.** The Chairperson shall call a special meeting of the Council upon receipt of a written petition signed by ten percent (10%) of the Council membership or upon the written request of five (5) Directors, and may also call a special meeting individually at any time.

Meetings shall be scheduled and publicized in accordance with open meeting requirements.
- B. Board meetings.** The Chairperson shall call a special meeting of the Board upon receipt of a written petition signed by ten percent (10%) of the Council membership or upon the written request of five (5) Directors and may also call a special meeting individually at any time. Meetings shall be scheduled and publicized in accordance with public meeting laws.
- C. Quorum.** There is no quorum requirement for membership meetings. Passage of motions requires approval by a majority of the members present and voting.

ARTICLE X: NOMINATIONS AND ELECTIONS

Section I. Report of the Nominations and Membership Committee. In May of each year the Nominations and Membership Committee shall provide a report to the Board containing its nominations for elected Board members. In addition, the Nominations and Membership Committee shall distribute the proposed slate of elected Board members to the general membership one month prior to the annual meeting and shall present the slate during the annual meeting. Nominations for Board members may be made from the floor immediately thereafter, provided the consent of the nominee has been obtained. Terms for elected members being replaced shall end on June 30. New elected members shall begin their new terms effective July 1.

Section II. Voting for Elected Board Members. Election shall be by ballot. A majority vote of those members voting shall constitute approval of the election slate. Proxy voting is not permitted.

ARTICLE XI: FINANCIAL ADMINISTRATION

Section I. Fiscal Year. The fiscal year of the Council shall follow the County fiscal year, from July 1 to June 30 of each year.

Section II. Membership Categories and Dues. The Board shall establish criteria for membership in each category, as described herein and the fees/dues for each membership category to be assessed each fiscal year.

Section III. Distribution of Funds on Dissolution. In the event of dissolution of the Council, all monies remain with the County.

Section IV. Non-Membership Funds Collected. All funds raised and collected by the Council shall be used to further the mission of the Council and shall be held in trust by the County.

Section V. Grant Writing Authority- The Arts Council shall not have j writing authority unless approved by DPRT.

Section V. Depositing. Council members shall remit dues directly to DPRT online or by mailing or hand delivering to:

Department of Parks, Recreation, and Tourism

14420 Bristow Road
Manassas, VA 22012.

Section VI. Procurement. The Council shall follow the County procurement policy for all purchases.

Section VII. Account Administration. DPRT shall administer the account including depositing checks, issuing checks, and issuing reports.

ARTICLE XII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order and such special rules of order the Council may adopt shall govern the organization in all cases to which they are applicable and not inconsistent with this Charter, or County policies. or.

ARTICLE XIII: AMENDMENTS

The Board may submit proposed amendments to the Charter, approved by a majority of the Board, for consideration by the BOCS, via the DPRT Director.

ARTICLE XIV: NON-PARTISAN STATUS

The Council is a non-partisan organization serving the cultural, visual and performing arts and does not support or endorse political parties or candidates.

ARTICLE XV: FREEDOM OF INFORMATION ACT

The Council shall abide by the Virginia Freedom of Information Act, §2.2-3700 et seq. of the Virginia Code. Minutes of all meetings shall be maintained and copies kept by the Council Secretary for appropriate distribution to voting and non-voting affiliates, the Board and DPRT. Except as otherwise provided by law, all Council meetings shall be open to the public, including Board and committee meetings. Regulations of the FOIA shall govern all Board and Committee meetings. Appropriate copies will be available to the public upon written request and according to the regulations of the Freedom of Information Act.

ARTICLE XVI: BOARD OPERATION HANDBOOK

The Arts Council shall create and maintain a handbook to guide the processes

and procedures for effectuate the policies contained herein. Handbook updates can be made by simple majority vote of the Directors.