

**California Arts Council**  
**Bylaws**  
**Adopted June 26, 2012**

**QUALIFICATIONS OF COUNCIL MEMBERS**

**Council Member  
Appointment**

Nine Council Members are appointed by the Governor and two by the Legislature. Council members shall serve four-year terms.

Council members shall be representative of the general public and distinguished for their demonstrated interest in and knowledge of the arts, and/or for their achievement, scholarship or creativity in the arts.

Council members shall be broadly concerned about the arts in the entire State and not consider themselves delegates of geographic areas, particular arts disciplines, institutions, or specific interest groups.

Council members shall possess sound judgment, as demonstrated by the management of their own affairs.

The Chair and/or the Director in consultation with the Council may recommend potential Council members to the Governor and/or the Legislature.

**POWERS, DUTIES AND RESPONSIBILITIES**

**Council  
Powers**

The Council makes policy within the framework of policy established by the Legislature and the Governor; and in accordance with state and federal laws and regulations.

**Council  
Duties**

The Council, in consultation with the Director, will advise the Governor and the Legislature on matters affecting the agency.

The Council shall review its policies and programs on a regular basis.

The Council will approve disbursement of grant funds.

**Council  
Responsibilities**

The Council members shall attend regularly scheduled and special meetings of the Council and, upon request of the Chair, other meetings, events, forums, seminars and the like, that further Council objectives.

Council members shall support all actions taken by the majority of the Council and shall not represent positions and/or statements contrary to the will of the majority as a matter of policy.

The Council shall act impartially and in the best of interest statewide arts promotion and development.

The Council shall be an advocate for agreed-upon positions with the Legislature and the Governor, as requested by the Chair.

The Council shall be acquainted with the arts in California to the greatest extent possible; provided, however that this responsibility shall not obligate the agency to incur any specific expense.

The Council members shall keep the Chair and Director informed as to all activities of the Council member acting in his/her official capacity on behalf of the agency, and send a copy of all correspondence sent in their official capacity as a Council member to the Chair and Director.

The Council will abide by the conflict of interest policy and code of responsibility. Council members will be furnished with copies of conflict of interest policy and code of responsibility statements.

## **Chair**

The Chair is elected annually by the Council.

The Chair shall serve as the spokesperson on policy matters for the Council.

The Chair shall preside at Council meetings and activities.

The Chair shall work in partnership with the Director and fellow Council Members.

The Chair, in partnership with the Director, shall serve as liaison to other agencies and organizations.

The Chair shall be responsible for notifying members of the Council about issues of major concern to the agency.

The Chair shall not commit the Council to any action without authorization of the Council as a whole.

## **THE DIRECTOR**

### **Director Selection**

The Director is selected by, serves at the pleasure of, and reports to the Council. The Director shall assist the Council in carrying out its work and responsibilities.

### **Director Duties**

The Director shall develop and implement the agency budget.

The Director shall prepare and submit funding requests to the Department of Finance and other control agencies.

The Director shall develop and administer agency programs.

The Director shall be responsible for the hiring and management of agency staff, including the deputy directors.

The Director shall keep the Council, the Governor and Legislature informed on pertinent matters.

The Director shall serve ex-officio on all committees.

The Director shall serve as liaison, with the Chair, to other agencies and organizations; the Legislature and the Governor.

The Director shall perform other duties as directed by the Council.

### **Director Responsibilities**

The Director shall formulate recommended policies.

The Director shall interpret Council approved policies and develop operational policies to implement the Council's intentions.

The Director shall schedule and assist with policy review.

The Director shall distribute the Council policy manual to other staff.

The Director shall take all necessary and appropriate actions to implement Council policy.

## **MEETINGS**

The Council shall meet not more than eight times per year at the call of the Chair. Special meetings may be called by the Chair. Reasonable attempts shall be made to rotate the site of Council meetings between the northern and southern regions of the state. The Chair shall determine the dates and location of its meetings preceded by ten days public notice.

A quorum, consisting of a majority of the Council members, shall be necessary for the transaction of business at any Council meeting.

All Council and committee meetings shall be subject to the Bagley-Keene Act.

The Chair shall preside at all meetings. In the absence of the Chair, the Vice-Chair(s) shall preside at meetings.

Meetings shall be conducted in accordance with rules, procedures and protocols established, from time to time, by the Council.

## **COMMITTEES**

The Chair and Council shall establish and appoint standing committees; the Chair shall establish and appoint ad hoc committees as necessary;

Committees shall be under the direction of the Chair.

The Chair and the Director shall be ex officio members of all committees.

Each ad hoc committee shall have a charge, which shall include its objective(s), its proposed work schedule, reporting deadlines and termination date.

### **Committee Members**

Committee members shall be responsible for implementation of committee assignments. Ad hoc committees may include non-voting non-Council members subject to approval by the Chair.

### **Committee Chair(s)**

Committee Chair(s) shall be Council members, and preside over meetings and report to the Council as necessary.

## **CURRENT STANDING COMMITTEES**

### **Executive Committee**

The Executive Committee shall consist of the Chair, the Vice-Chair(s), the Director and others as appointed by the Chair.

The Executive Committee shall act for the Council within Council policy between regularly scheduled meetings and report actions to the full Council at the next meeting, within the prescriptions of the Bagley-Keene Act.

### **Nominating Committee**

The Nominating Committee shall consist of two Council members appointed by the Chair. The Committee shall nominate officers for one-year terms. The Committee shall nominate the officers and the Council shall vote to elect the officers at the January annual meeting. Officers shall consist of a Chair, one or more Vice-Chairs and whatever other officers the Council may, from time to time, designate.

### **Grants Committee**

The Vice-Chair shall Chair the Grants Committee which shall review grant awards as put forth by the staff and make recommendation to the full Council for approval or disapproval.

## **POLICY**

### **Policy defined**

Policy is defined as stated objectives and the rules and procedures by which actions are taken.

### **State Policy defined**

The California Arts Council's enabling legislation and all applicable state laws, rules and regulations.

### **Council Policy defined**

The objectives of the Council and the rules and procedures enacted by the Council for its governance. Policy recommendations may come from any Council member or the Director/Staff.

Policies shall be in writing and shall set forth clearly and concisely the policy objective and the designation of responsibility for enactment of the policy.

Council members shall approve all policy statements at meetings with a quorum present.

### **Policy Implementation**

The Director shall develop operational policies to implement Council policy statements (WHO, WHERE, WHEN, HOW).

Copies of all policies adopted by the Council shall be distributed to each member and shall be available to the public.

## **Strategic Plan**

The Council shall establish and maintain a strategic plan.

The strategic plan shall be based on clearly stated goals and objectives and include a timeline.

The strategic plan shall delineate the broad programs and activities required in order to achieve Council objectives.

The Council shall approve and regularly update its strategic plan.

The Director/Staff shall implement the plan and keep the Council apprised of progress and timeline.

## **PROGRAM DEVELOPMENT AND IMPLEMENTATION**

### **Authority**

Program development is the function of the Council and Director, with input from the Deputy Director and staff, as requested. Programs shall be developed in accordance with established Council policies. Programs shall be implemented by staff, under the direction of the Director and Deputy Director.

### **The Council**

The Council shall approve financial assistance as contained in the programming guidelines;

Council members shall not, jointly and/or separately, attempt to approve the granting of funds to any person or organization outside the policies and procedures established by the Council.

## **CONFLICT OF INTEREST, APPEARANCE OF CONFLICT OF INTEREST, AND CODE OF RESPONSIBILITY**

### **Conflict of Interest**

Council members shall be subject to the Ethics and Conflict of Interest Code of the state, and any rules adopted by the Council.

Council members shall file the Statement of Economic Interest form annually as required by law.

Council members shall not be present nor participate in any communication or discussion with any other council member, nor vote on any matter, involving an individual or organization with which there is an association as board member, officer, advisory panel or staff, salaried or volunteer, or where there is, or has been, any economic interest for twelve months prior to the discussion or vote.

**Appearance of Conflict of Interest**

Council members shall excuse themselves from the discussion and/or vote on any matter where an outside observer might have reasonable cause to believe the Council member might not be impartial, whether positively or negatively, on behalf of the issue or entity.

**Code of Responsibility: Seeking/Receiving Gifts**

Council members shall adhere to and abide by all relevant provisions of the regulations of the Fair Political Practices Commission.

What constitutes a gift:

Council members shall not seek gifts, gratuities, or gratis admission to programs, events or performances for which the public is charged a price for admission or at which a meal is provided (or other things of value) from any CAC grant applicant, nor shall Council members request of any grant applicant anything that would have the appearance of impropriety.

In the event of the unsolicited receipt and use of something described in the preceding paragraph for use by an individual Council member or his or her spouse or immediate family member, such receipt and/or use shall constitute receipt of a gift under the regulations of the Fair Political Practices Commission, the State Franchise Tax Board, and the Internal Revenue Service. Reporting of receipt of such a gift shall be the obligation of the Council member.

What does not constitute a gift:

Tickets/passes to programs, events, performances, lunches/dinners or otherwise, provided to Council member(s), their spouses and/or immediate family, in conjunction with a request by the Director and/or Chair, for the Council member to represent the agency at such event, performance, lunch/dinner or otherwise shall not be considered a gift to said Council member(s). Tickets/passes provided to a Council member, his or her spouse and/or immediate family, for an event at which the Council member has an official or ceremonial role shall not be considered a gift to the Council member. Council member(s) invited to perform an official and/or ceremonial role shall notify the Chair and Director of such invitation.

**Use of Board Membership**

Council members should be alert to avoid any actions which could possibly be interpreted as a use of board membership to attain personal financial gain, favors, or special treatment, or act in any way which furthers the economic interests of an organization or person with which they are affiliated in any way.

**Future Affiliations**

Once appointed, Council members are requested, during the term of their service, not to join the boards of or initiate affiliations of a policy-making or financial nature with actual or potential applicant organizations.

**Acting Without Self-Interest**

Council members shall make every reasonable effort to act without self-interest or without serving the self-interest of fellow Council members, recognizing that loyalties to a particular geographic area, arts discipline, institution, or specific interest group must be subordinated to the broader purposes of acting in the best interest of the entire arts field.

**Responsibilities of Director**

The Director shall call the Conflict of Interest Code, Appearance of Conflict of Interest, and Code of Responsibility to the attention of all Council members upon appointment to the Council.

**REIMBURSEMENT FOR COUNCIL MEMBERS AND COMMITTEE MEMBERS****Authorization**

Council members are entitled to \$100 per Council meeting. Council members shall be reimbursed for eligible expenses incurred to:

- 1) Attend regular and special meetings of the Council and its committees; or
- 2) Attend special activities/events approved in advance by the Chair and/or Director;

In the event the Chair and/or Director desire a Council member to represent the agency at a specific event, meeting, performance, lunch/dinner or otherwise to be held in the state, the Chair and/or Director will first make such request of the Council member(s) living in the immediate geographical area of the event, performance, lunch/dinner or otherwise unless said representation would be within the province of a specific committee chaired by a Council member outside said immediate geographical area, or, in the discretion of the Chair and/or Director, the agency would be best represented by a specific Council member.

All out of state travel is subject to prior approval by the Chair and the Governor's office in accordance with governing rules and procedures.

**Reimbursement of Expenses**

Council members shall be reimbursed for eligible expenses incurred using budgetary limitations as established by the state and the agency budget.

To receive reimbursement, Council members shall file, within 90 days of incurring the eligible expense, an itemized expense form with the agency's administrative Deputy Director. Reimbursement shall be made in accordance with state



governing regulations. The agency will make every attempt to issue authorized reimbursement within 30 days of receipt from the Council member.

**Travel and Expense  
Budget**

The Agency budget shall include an amount sufficient to cover the cost of authorized and eligible Council member reimbursable travel and other expenses as reasonably projected by the Chair in consultation with the Director on an annual basis. Said travel budget line item within the agency's budget shall be within the requirements of the Department of Finance and other control agencies, based on the operational needs and requirements of the agency.

**REPRESENTATIVE ROLE IN RELATIONSHIP TO THE GOVERNOR'S OFFICE  
AND THE LEGISLATURE**

**Council and Director**

Council members, at the request of the Chair and/or Director, may actively participate in the promulgation and advocacy of positions regarding legislation affecting the arts, to the extent permissible under all applicable state laws, rules, regulations and the policies of the legislature and the office of the Governor.

The Director shall advocate on behalf of the agency and the health of the arts, including advocacy in favor of specific legislation, to the extent permissible under all applicable state laws, rules, regulations and the policies of the legislature and the office of the Governor.