

ARTICLE I: NAME

The name of the organization is the Chapel Hill Public Arts Commission.

ARTICLE II: AUTHORITY AND SCOPE

The Chapel Hill Public Arts Commission, hereafter known as “the Commission,” is charged with the task of advising the Office of Public Arts in their efforts to enhance and enliven the community through public art; promoting public appreciation of the arts; and advising the Town Council on art-related issues, including management and administration of the Town's Percent for Art Ordinance.

The Chapel Hill Public Arts Commission shall consist of ~~sixteen (16)~~ eleven (11) appointed members, appointed as hereafter provided, ten (10) who shall be residents of the Town, and one (1) who shall be a Carrboro resident, as hereinafter provided. The terms of office shall be for three (3) years or until their successors are appointed and qualified. Except as otherwise provided by this article, appointments, reappointments and vacancies shall be filled as prescribed in the Town Council's Procedures Manual, Section 11.D-2.

~~The Chapel Hill Town Council shall appoint a Commission with up to sixteen (16) individuals who have special knowledge, interest or expertise in the arts.~~

The Commission is a component unit of government of the Town of Chapel Hill.

ARTICLE III: MEMBERSHIP

Section 1. Designation

The individuals comprising the Commission shall be designated Members of the Commission, hereinafter referred to collectively as the Commission and individually as Members.

Section 2. Selection and Term

All Members of the Commission are appointed by the Chapel Hill Town Council for a term of three years with staggered terms. Vacancies shall be filled for the unexpired term only.

Section 3. Parliamentary Authority

All matters will be decided by a simple majority vote.

Section 4. Number of Terms Served

Members may serve two (2) consecutive terms and then may be reappointed after an absence of one (1) year.

Section 5. Attendance

Attendance shall be governed by the policy that three (3) consecutive, unexcused absences of any Member will be considered grounds for termination.

Section 6. Vacancies

For the purpose of filling vacancies, the Commission shall submit names for each vacancy to the Chapel Hill Town Council. The Town Council may appoint Members from the recommended list or from applications made directly to the Town Council. Past service and experience with the Commission shall be considered in the nomination process.

Section 7. Resignation/Termination

Any Member may resign at any time by delivering written notice of such resignation to the Chair of the Commission. A person appointed in place of the Member who resigned shall serve for the unexpired term only. A Member may then be re-elected for a full three-year term. A Member may be terminated by a recommendation to the Chapel Hill Town Council and a vote of the Council to terminate the Member.

ARTICLE IV: OFFICERS

Section 1. Designation and Number

The officers of the Commission shall include the Chair and Vice-Chair or Co-Chairs if designated as such (Chairs to include hereafter mentioned Co-Chairs). Other officers may be elected from time to time, if the majority of the Commission determines it to be necessary or desirable for the efficient administration of the Commission. The officers of the Commission shall be the Executive Committee.

Section 2. Approval of Officers and Terms of Office

Each officer of the Commission shall be elected for a one (1) year term and may be re-elected as desired by the Commission in accordance with the rules set forth in these by-laws. The term of office for each officer shall coincide with the Commission's fiscal year (July 1 - June 30).

Section 3. Special Appointment of Officers

An officer may be appointed by a simple majority of the Commission to fill a vacancy or to serve a shortened term. This may be done at any time during the year with an expiration date of the appointment(s) so made coinciding with the Commission's fiscal year (July 1 - June 30).

Section 4. Resignation or Termination of Officers

An officer may resign by filing a written resignation with the Chair. An officer may be removed from office by a 2/3 vote of the remaining Members of the Commission at a regular meeting, or a special meeting called for that purpose, provided that in case of a special meeting, the notice of the meeting shall specify the purpose thereof.

Section 6. Duties

- a) The Chair of the Commission shall preside at all full commission meetings. The Chair shall see to it that the transaction of all Commission business is in accord with any applicable law, these by-laws, and the conflict of interest statement identified in Article X. The Chair shall recommend and the Commission shall approve Chairs and Members to serve on the various standing and special committees of the Commission. No pronouncements made by the Chair as spokesperson or representative of the Commission shall obligate or commit the Commission except as provided by these by-laws or as otherwise specifically authorized by the Commission.
- b) The Vice-Chair or Co-Chair shall act in the absence of the Chair to conduct meetings or otherwise perform such duties as may be delegated by the Chair of the Commission.

ARTICLE V: COMMITTEES

The Chair of the Commission with the approval of the Commission shall create such standing, special, and ad hoc committees as may, from time to time, be deemed necessary. The Chair of the Commission shall appoint from two (2) to seven (7) persons to each committee. These appointees may include non-voting community members who are not Members as long as there are at least two (2) Members on the committee, one of which shall be the committee chair.

The Nominating Committee shall be an ad-hoc committee, constituted as needed to recommend new Commission appointments and officers of the Commission. Its duties shall be as follows:

- a) The Nominating Committee shall submit recommendations for officers to the Commission in writing and in advance of the meeting at which these recommendations are to be acted upon. Candidates other than those nominated by the committee may be nominated from the floor.

ARTICLE VII: MEETINGS OF THE COMMISSION

Section 1. Public Meetings

All meetings and business of the Commission shall comply with all requirements of the North Carolina Open Meetings Law and any amendments thereto.

Section 2. Regular Meetings

Regular meetings of the commission shall be held monthly (unless waived by the majority of the Commission) at such place within the Town of Chapel Hill as shall be determined by the Commission Chair and the Commission.

Section 3. Special Meetings

Upon the call of the Chair, or any four Members or a vote by the Commission, other meetings of the full Commission may be held at any time upon notice by letter, telegram, telephone, e-mail or in person, sent at least forty-eight (48) hours before such a meeting to each Member. All notices shall be in compliance with North Carolina Law.

Section 4. Quorum

A simple majority shall constitute a quorum for the transaction of business at Commission meetings.

Section 5. Formal Action

Every act done or decision made by a majority of the Members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Commission.

Section 6. Informal Action

If necessary, any action which may be taken at any meeting of the Commission may be taken without a meeting if recorded telephone or written consents and dissents of all Members are filed with the records of the meetings of the Commission. Such recorded or written response shall be treated for all purposes as a Commission vote. This section does not authorize the Commission to hold meetings by telephone conference call.

Section 7. Agenda

The agenda for all meetings of the Commission shall be prepared by the Chair. Additional agenda items may be proposed by any Member of the Commission. Copies of the agenda shall be sent to Members no later than 48 hours prior to the date of the meeting.

Section 8. Conduct of the Meeting

All meetings shall be open to the public, but participation in discussions by members of the public shall be at the discretion of the Chair of the meeting together with a simple majority vote of the Commission. The agenda shall be followed to the extent possible, but other matters may be considered with a simple majority vote of the Commission.

Section 9. Public Appearances and Requests

Any Chapel Hill resident or organization shall be entitled to request to appear before the Commission. Such request shall be made in writing and shall be delivered to the Commission office at least seven (7) days before the day of the regular meeting of the Commission with a copy mailed to the Chair. The written communication shall include all relevant facts concerning the personal appearance or request. Scheduling of the appearance or the request shall be at the discretion of the Chair and the Executive Director.

Section 10. Records

Minutes and records of the business conducted at all meetings of the Commission shall be kept and shall be open for public inspection. The minutes and records of each meeting shall be subject to approval by the Commission. The Minutes shall be forwarded to each Board Member prior to the next subsequent meeting for approval and action at such subsequent meeting.

ARTICLE VIII: COMPENSATION

No Member or member of its Committees shall receive compensation for services rendered as a Commission or Committee member, but by resolution of the Commission may be reimbursed for expenses associated with their duties.

ARTICLE IX: CONFLICT OF INTEREST

The Commission agrees to adopt the Conflict of Interest Policy of the Town of Chapel Hill as it appears now or as amended in the future.

ARTICLE X: ADMENDMENT OF THE BY-LAWS

These by-laws may be amended, added to, or repealed by a two-thirds (2/3) vote of the full Commission.

ARTICLE XI: NONDISCRIMINATION

The Commission agrees to adopt the Nondiscrimination Policy of the Town of Chapel Hill as it appears now or as amended in the future.

Amended: May 11, 2005
August 2, 2005
June 13, 2007
May 13, 2009
April 13, 2011
November 9, 2011