

ALLIEDARTS

— OF WHATCOM COUNTY —

Allied Arts of Whatcom County By-Laws & Policies Manual

Last Revised: March 2021

Table of Contents

1. Introduction
2. By-Laws
3. Accounting Principles and Procedures
4. Records Management and Document Retention
5. Non-Discrimination & Anti-Harassment
6. Whistle Blower Protection
7. Social Media & Communication
8. Conflict of Interest
9. Program Policies
10. Equity
11. Fire, Safety and Emergency Preparedness Plan
12. Board Information
13. Signed Allied Arts of Whatcom County Policies and Procedures Clean Up and Additions

1. Introduction

Since 1979, Allied Arts of Whatcom County has been celebrating and enhancing the arts and culture of our area by providing innovative arts education and programming as well as artist support services. We are a not-for-profit community arts organization whose mission is to sustain and enrich our community through the arts. We create and foster an environment in which the arts are an integral part of the community by supporting and encouraging the arts and artists. Over 75,000 people are served annually through programs, events, and services which support local artists, bring high-quality arts education into the regional classrooms, and offer engaging community arts events.

Allied Arts of Whatcom County supports local artists by sponsoring professional development offerings, hosting networking gatherings, and providing innovative arts infusion programs to schools to link professional artists, teachers, and students.

According to the 2000 Federal Census Data, Bellingham ranks second only to Santa Fe for number of artists per capita in our community. Allied Arts of Whatcom County works to enhance the community's appreciation and support of the creative spirit to help the arts flourish and enrich our culture.

The organization began with the broad mission of supporting all local arts. In the early 1980s, Allied Arts of Whatcom County was instrumental in initiating a campaign to save the Mount Baker Theatre helping to build community support to preserve what is now a Bellingham icon. Since that time, Allied Arts has served as an incubator for a wide range of arts projects and agencies including the effort to preserve the Boulevard Park Pottery Studio, Downtown Art Walks, Whatcom Story Tellers Guild, Procession of the Species Parade, Whatcom Artist Studio Tours, and other arts-related grassroots endeavors and projects.

2. BY-LAWS

1.0 – NAME AND PURPOSE

- 1.1 The name of the organization shall be Allied Arts of Whatcom County.
- 1.2 The purposes of the organization are:
- A) To support and encourage the arts and artists of Whatcom County.
 - B) To foster and help create an environment in which the arts are an integral part of the community.

2.0 - MEMBERSHIP

- 2.1 The corporation shall be a membership corporation. Membership shall be open to all persons and organizations that are interested in accomplishing the corporate purposes. A person or an organization shall immediately become a member upon payment of annual dues as set by the Board of Directors, or at such time as annual dues are waived.
- 2.2 Members shall receive the Allied Arts of Whatcom County newsletter, have access to all resource information maintained by Allied Arts of Whatcom County, and receive all other benefits of membership as determined by the Board of Directors.
- 2.3 The membership structure and annual dues shall be set by the Board of Directors to encourage a broad base of membership, and to cover the cost to the corporation of providing benefits to the membership. The Board of Directors may waive annual dues in case of economic hardship, or in case of honorary members.
- 2.4 General membership meetings:
- A) The annual meeting of the membership shall be the spring meeting.
 - B) Special meetings of the membership may be called by the Chair, or by a majority vote of the Board of Directors, or by members having 20% of the votes entitled to be cast at such meetings.
 - C) Written or printed notice stating place, day, and hour of the annual meeting, and in case of special meetings the purposes for which the meeting is called, shall be delivered not less than 10 nor more than 50 days before the date of the meeting, either personally or by

mail, by or at the direction of the Chair or persons calling the meeting to each member entitled to vote at such meeting.

2.5 Notice of regular meetings other than the annual meeting shall be made by providing each member with the adopted Schedule of regular meetings for the ensuing year at any time after the annual meeting and 10 days prior to the next succeeding regular meeting, and any time when requested by a member, or by such other notice as may be prescribed by the by-laws.

2.6 If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the corporation with postage thereon prepaid.

3.0 – BOARD OF DIRECTORS

3.1 The Board of Directors shall manage the affairs of the corporation. The Board may employ staff to implement corporate policy.

3.2 The number of Directors of the corporation shall be a minimum of 7 and a maximum 21. All aspects of the art community will be supported and encouraged by the corporation; therefore, the Board of Directors shall be chosen to represent a spectrum of arts activities including, but not limited to, the categories of Arts Advocacy, Arts Education, Crafts, Architecture, Performing Arts, Literary Arts, Visual Arts, and Art Appreciation.

3.3 Directors shall serve for a term of three years with an annual turnover of 1/3 of the board. Each board member is entitled to serve for a second term of three years with a mandatory one- year break after two consecutive terms. Each director shall hold office for the term that he is elected, and until a successor has been elected and qualified.

3.4 Directors shall be elected by the Board. Directors must be members upon election, and must maintain an active, paid-in-full membership during their term. Directors shall hold office until the expiration of the term of office into which elected, and until each successor is elected and qualified. Terms of office shall be three years.

3.5 The Board of Directors shall have the power to fill any vacancy occurring on The Board. The replacement director(s) shall be nominated by a nominating committee appointed by the Chair of the Board, and be approved by a majority vote of the Board of Directors. The replacement director shall be appointed for the un-expired term of his/her predecessor in office.

3.6 There shall be a minimum of 5 committees on the Board: Executive, Board Affairs, Marketing, Programming, and Finance. All Board committees will focus on policy issues and will be chaired by a board member.

3.7 The Board of Directors shall meet at least once every quarter at such times and places as the Board of Directors, or the Chair, may direct. A quorum for the transaction of business shall consist of a majority of the Board of Directors. The transaction of business, at all meetings of the Board, shall be in accordance with Robert's Rules of Order (Revised) and by a majority vote of all the members present. Any action taken shall be deemed the action of the full Board. At such meetings no board member may vote by proxy.

3.8 The Board of Directors may declare the place of any board member vacant and fill the vacancy if he/she is absent from three consecutive meetings of the Board without cause deemed sufficient by the Board. This must be accomplished by a 2/3 vote of the members of the Board of Directors.

3.9 No paid employees of Allied Arts of Whatcom County shall be eligible for election to the Board of Directors, and no member of the Board shall receive remuneration for his/her services as a Board member.

3.10 To the maximum extent permitted by law, including, without limitation, RCW 24.03.025 as now or hereafter amended, none of the directors of Allied Arts of Whatcom County shall be personally liable to Allied Arts of Whatcom County or its members for conduct as a director, except for acts or omissions that involve intentional misconduct by a director, or for a known violation of law by a director, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

4.0 - OFFICERS

4.1 The officers of Allied Arts of Whatcom County shall be the Chair, Vice Chair, Secretary, and Treasurer.

4.2 All of the officers shall be elected by the Board of Directors by secret ballot at the first meeting following the annual meeting for a term of one year, and until their successors are duly elected and have qualified. No person shall hold more than one elective office. Any vacancy in office during a term shall be filled at the next meeting of the Board. Only a Director may be an officer.

4.3 **The Chair** shall exercise the usual executive powers pertaining to the

office of the Chair, including presiding at meetings and executing all instruments on behalf of the corporation, and shall serve on the Executive Committee and Administrative Committee.

4.4 The Vice Chair shall act as Chair in the absence or disability of the Chair.

4.5 The Secretary shall keep all records of the Board and of the corporation, and shall perform such other duties as required, and shall serve as a member of the Executive Committee.

4.6 The Treasurer shall have the care and custody of, and be responsible for, all funds and investments of the corporation, and shall cause to be kept regular books of account, and shall render periodic financial reports as requested by the Board of Directors, and shall chair the Finance Committee.

5.0 – EXECUTIVE COMMITTEE

5.1 The Executive Committee acts on behalf of the Board of Directors between meetings and on emergent issues, subject to established policies and plans. It provides direct support to the Executive Director and is chaired by the Board Chair. The primary membership includes the elected officers and committee chairs.

6.0 – STANDING COMMITTEES

6.1 The Board Affairs Committee recommends policies related to the operations of the Board. These policies may relate to board membership criteria, nominating new members, terms of service, job descriptions, committee assignments, orientation and training, cultivation of prospective members, meeting quality and effectiveness, committee structure, delegation of authority, evaluation and assessment of the Board and members, and other such items in support of a highly functioning Board. This committee also nominates new board members and new board officers.

6.2 The Finance Committee, chaired by the Treasurer, recommends policies to the Board related to Allied Arts of Whatcom County finances, and will monitor, on at least a quarterly basis, the finances and the financial policies of the organization.

6.3 The Marketing Committee recommends policy related to all aspects of marketing for Allied Arts of Whatcom County. Including the creation and operation of a system for regular identification of constituents, assessment of their wants and needs, definition of services responsive to those and consistent with Allied Arts of Whatcom County's mission and resources, determination of

perceived value and communication of Allied Arts of Whatcom County's mission, purpose, and results. This committee will also review all communication pieces for compliance with policy and established plans.

6.4 The Programming Committee recommends policies relating to programs that Allied Arts of Whatcom County undertakes or plays a part in. The Executive Director will be on this Committee.

7.0 – EXECUTIVE DIRECTOR

7.1 The Board of Directors shall select the Executive Director. The Executive Director shall be responsible to carry out the policy of Allied Arts of Whatcom County as described in the By-laws, and to carry out the responsibilities as defined by the Board of Directors.

3. ACCOUNTING PRINCIPLES & PROCEDURES

1.0 - POLICY

1.1 The accounting principles of Allied Arts will be consistent with all applicable laws. These include: Generally Accepted Accounting Principles, Statements of Financial Accounting Standards Numbers 93, 116 and 117, SOP 87-2 on Joint Costs, SOP 94-2 on the applicability of the accounting rules to nonprofits, and SOP 98-3 on accounting for federal awards.

1.2 For Chart of Accounts, discussion of certain procedures resulting from accounting pronouncements and releases including: cash disbursements, cash receipts, bank reconciliation, end of the month & year accounting, cost allocations, investments, debt, reserves and designated funds, internal controls, compliance, budgeting, computer authorization, access to records & retention schedule, maintenance of accounting policies and procedures manual, preparation of informational returns, property and equipment inventory, and grants and contracts, please refer to the AAWC Accounting Policies and Procedure Manual.

4. RECORDS MANAGEMENT AND DOCUMENT RETENTION

1.0 – POLICY

1.1 AAWC, understanding the fiscal importance of good policies and compliance retention of documents, will strive for responsible management and efficient and systematic control of the creation, receipt, maintenance, use and disposition of records, including the processes for capturing and maintaining evidence of and information about business activities and transactions in the form of records. As requirements change, the rationale for retention will be reviewed, and any changes to this retention policy will be made.

1.2 "Document" is properly defined to include information of all types— electronic or paper, historical or transient business record.

1.3 Executive Director and/or Program Director have the relevant retention authority for the most widely used categories of documents.

1.4 Financial information shall be retained for 10 years; promotional information shall be retained for 7 years.

1.5 Executive Director and/or Program Director shall have appropriate read, write and edit access.

1.6 If a file or folder contains multiple types of documents necessary for a coherent record, then the whole file or folder will be retained for the duration of the longest-held item.

1.7 Except when absolutely necessary, AAWC does not allow (or at least strongly discourages) the mixing of digital documents in storage. If document A needs to be retained for five years and document B needs to be retained for 20 years, AAWC will strive to keep them separate in order to reduce the cost of long-term storage and avoid legal risks inherent in a failure to follow retention policies.

1.8 AAWC gives the Executive Director the authority to set retention policies for his/her own operational documents if approved by or coordinated with the Board of Directors.

5. NON-DISCRIMINATION AND ANTI-HARASSMENT

1.0 – POLICY

1.1 Allied Arts of Whatcom County (AAWC) is committed to equal opportunity for all persons without regard to sex, age, race, color, religion, creed, national origin, marital status, disability or sexual orientation. It is the policy AAWC to comply with all federal, state and local laws and regulations regarding equal opportunity. In keeping with that policy, AAWC is committed to maintaining a work environment that is free of unlawful discrimination and harassment. Accordingly, AAWC will not tolerate unlawful discrimination against or harassment of any of our employees or others present at our facilities by anyone, including any supervisor, co-worker, vendor, client, or customer of AAWC.

2.0 – UNLAWFUL DISCRIMINATION AND HARASSMENT

2.1 Unlawful discrimination includes treating someone less well in opportunities for work, promotions, shifts, overtime or other conditions of employment because of his or her race, national origin, sex, age, religion, disability or other protected attribute. Harassment consists of unwelcome or unwanted conduct, whether verbal, physical or visual, that is based upon a person's protected status. Examples of unlawful harassment include words, gestures, stories, jokes or nicknames that are derogatory, demeaning or insulting to a person based upon his or her race, national origin, sex, disability, age, religion or other protected attribute.

3.0 – SEXUAL HARASSMENT

3.1 Sexual harassment consists of: Unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature constitute sexual harassment when (1) submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment, (2) submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual, or (3) such conduct has the purpose or effect of unreasonably interfering with an individual's work performance by creating an intimidating, hostile, or offensive work environment.

3.2 Examples of sexual harassment may include, but are not limited to the following conduct by any employee, whether male or female: Unwanted sexual advances or propositions, offering employment benefits in exchange for sexual favors, making or threatening reprisals after a negative response to sexual advances, sexual innuendo, suggestive comments, sexually oriented "kidding" or "teasing," jokes about gender-specific traits, making sexual gestures or comments, displaying sexually suggestive objects, pictures, cartoons or

postures, impeding or blocking another's movement, physical contact, such as patting, pinching, or brushing against another's body, and continued requests for a date after a rejection.

6. WHISTLE BLOWER PROTECTION

1.0 – POLICY

1.1 Allied Arts of Whatcom County is committed to protecting board members, employees, volunteers and applicants for employment from interference with making a protected disclosure or retaliation for having made a protected disclosure or for having refused an illegal order as defined in this policy. It is the intention of AAWC to take whatever action may be needed to prevent and correct activities that violate this policy.

1.2 This policy, reviewed by new employees and board members, applies to complaints of retaliation or interference filed by board members, employees or applicants for employment who have made or attempted to make a protected disclosure (“whistleblowers”) or refused to obey an illegal order, as defined below.

1.3 AAWC is precluded by state law from investigating complaints involving personnel matters or matters for which other remedies exist. These include grievances, appointments, promotions, reprimands, suspensions, dismissals, harassment, and discrimination.

1.4 The issue you are concerned about must have occurred within the past year.

1.5 You must be a current member of the board of directors or an employee of Allied Arts in order to file a complaint.

1.6 A report, answering the following questions, must be submitted by mail to the President of the Board of Directors. Questions should also be directed there.

- A) Your contact information: (required)
- B) Subject contact information: (required)
- C) What type of improper action are you reporting? (required):
e.g., Violation of state law; substantial and specific danger to public health and safety; gross waste of organization funds
- D) When and where did the action take place? (required)
- E) Please describe the improper action in detail:
- F) Can you provide additional information to support your assertions?

- G) Are there any witnesses? Can you provide their contact information?
- H) How do you know about the information you are submitting?
- I) Have you already submitted this information? (required)

7. SOCIAL MEDIA AND COMMUNICATIONS

1.0 – POLICY

1.1 Social media represents a vast online community where artists, partners, grantors, suppliers and business come together to promote and support not for profit organizations like Allied Arts of Whatcom County. AAWC supports the appropriate use of social media both personally and if authorized, on behalf of the organization but also recognizes the risks involved. How AAWC or individuals associated with AAWC are represented can affect our brand, our sponsorships, our relationships and our reputation. Therefore, we have created this social media policy to lay out a framework of tested social media guidelines and protocols.

2.0 – GENERAL GUIDELINES

- 2.1** Direct authorization is needed from AAWC management on posts about the organization or of the organization.
- 2.2** You are not to post pieces of artwork displayed or stored at AAWC without appropriately crediting the artist who created the piece and obtaining approval.
- 2.3** Your presence in social media must be transparent.
- 2.4** Take extra care to protect both AAWC and yourself.
- 2.5** AAWC will not tolerate discrimination (including age, sex, race, color, creed, religion, ethnicity, sexual orientation, gender identity, national origin, citizenship, disability, or marital status or any other legally recognized protected basis under federal, state, or local laws, regulations or ordinances).

8. CONFLICT OF INTEREST

1.0 – PURPOSE AND DEFINITIONS

1.1 The purpose of this conflict of interest policy is to protect Allied Arts of Whatcom County (AAWC) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of AAWC 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 organizations.

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

1.3 An ownership or investment interest in any entity with which AAWC has a transaction or arrangement; or

1.4 A compensation arrangement with AAWC or with any entity or individual with which AAWC has a transaction or arrangement; or

1.5 A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which AAWC is negotiating a transaction or arrangement; or

1.6 A position as a director, principal officer, or member of a committee with governing board delegated powers, with any entity or individual with which AAWC is negotiating a transaction or arrangement.

1.7 Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

1.8 A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have the appearance of a conflict of interest but not an actual conflict of interest.

2.0 – PROCEDURES FOR DEALING WITH CONFLICT OF INTEREST

2.1 In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the actual or possible conflict of interest. After disclosure of the actual or possible conflict of interest, he/she shall excuse themselves from voting as a member of the governing board or committees on the item upon which the actual or possible may conflict exist.

3.0 – RECORDS OF PROCEEDINGS

3.1 The minutes of the governing board and all committees with board delegated powers shall contain 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, and a record of any votes taken upon the item upon which the actual or possible conflict of interest may exist.

9. PROGRAM POLICIES

1.0 – MISSION STATEMENT

1.1 Allied Arts of Whatcom County is dedicated to the arts in our region by empowering local artists through organized festivals and events, enriching our local school children through educational outreach programs, and working as a liaison to art enthusiasts of all ages, within our uniquely creative community.

1.2 Allied Arts boasts a diverse gallery collection and houses all manner of artworks that comply with the organization's mission and values.

1.3 AAWC strives to prominently feature local artists and artwork, while also providing access to pieces from around the world, of all types, backgrounds, and values.

2.0 – ACQUISITIONS

2.1 The Allied Arts of Whatcom County (AAWC) Executive Board took action to implement an AAWC Art Acquisition Program, with Guidelines, in January 2014. The Guidelines set forth core policies and procedures for the acquisition, maintenance, de-acquisition, storage, preservation, conservation, and records for the AAWC art collection. The Guidelines may change without notice through action of the Executive Board and are available upon request through AAWC.

2.2 Action taken with respect to a given donation is made in accordance with the Guidelines in effect at the time action was taken. These revised guidelines shall be effective immediately upon adoption by the Board of Directors and shall supersede all prior guidelines on the topics addressed herein.

2.3 A quality collection of art in a variety of mediums primarily created by regional artists or of a regional theme furthers the mission of AAWC.

- 2.4** Through these Guidelines the AAWC ensures that:
- A) Its collection is accounted for and documented.
 - B) Its collection is protected, secure, and preserved.
 - C) Acquisition, deaccessioning and loans of artwork in the collection are conducted in a manner that conforms to AAWC's mission, complies with applicable law, and reflects the highest ethical standards.
 - D) Disposal of works from the collection through sale, exchange, or other means is done solely for the advancement of the AAWC's mission.
 - E) Access to the AAWC collection is permitted and appropriately regulated.
 - F) Collection related activities promote the public good rather than individual financial gain.

3.0 – ACQUISITION POLICY

3.1 Acquisition to AAWC is made by donation, fractional gift, or exchange. Prior to acquisition, the donor will be given a copy of the Guidelines.

3.2 A majority vote of the Executive Board is required to approve acquisition of any art worth more than \$2,000.00. The Executive Director of AAWC has authority to acquire the art if it is valued at \$2,000.00 or less. All acquisitions shall be reported to the Executive Board at the next scheduled Board meeting.

3.3 The Executive Director shall apply the above criteria and determine the value of art under consideration. If an art piece is determined to be of high value or difficult to evaluate, the Executive Director may seek professional appraisal, which should be reported to the Board of Directors at their next meeting.

3.4 Unless otherwise agreed in writing, the donor is responsible for all costs associated with the donated art. Costs may include, but are not limited to, those associated with packing and shipping, insurance, other handling expenses, and risk of loss or damage incurred in the delivery of the art from the donor to AAWC.

3.5 After acquisition is approved, relevant background and history pertaining to the art and artist will be obtained and recorded. Complete and accurate records shall be maintained for all acquisitions.

4.0 – ACQUISITION CRITERIA

4.1 Main criteria for acquiring art: The art is relevant to the AAWC mission.

- 4.2 The legal title of the art is firmly established.
- 4.3 The art is of high quality.
- 4.4 The art is appropriate in size, scale, material, form and style for the environment where it is to be placed.
- 4.5 The art is installable at a reasonable cost.
- 4.6 The art is durable and sustainable at a reasonable cost.
- 4.7 The art reflects a broad range of artistic styles.
- 4.8 The art strives for ethnic and cultural diversity.
- 4.9 The art shall not be accepted if they are subject to restrictions or conditions that are deemed unreasonable or unduly onerous

5.0 - ACQUISITION BY STAFF OR BOARD MEMBERS FOR PERSONAL COLLECTIONS

5.1 AAWC recognizes that its employees and board member may and do collect works of art for their personal enjoyment. AAWC's employees and board member, and in particular those closely associated with the curatorial functions, occupy a position of trust in this regard, however, and must exercise care to assure that no conflict of interest can arise between themselves and the AAWC. Each employee or board member is expected to exercise sound judgment in determining whether the scope of his or her personal collection and/or collecting activities is such that the matter should be discussed with the AAWC Board of Directors. An employee or board member may not purchase or place in their personal possession any art from AAWC's collection without the majority approval of the Executive Board.

6.0 - ACQUISITION PROVENANCE

6.1 AAWC will not acquire any art if there exists good reason to believe it is of questionable provenance or was stolen. If it appears that a work of art offered to AAWC is of questionable provenance, the Executive Director will promptly report the pertinent facts to the Executive Board for further investigation and action.

7.0 – OUTGOING LOANS

7.1 AAWC reserves the right to lease art in its collection for display. At the discretion of the Executive Director, reasonable and appropriate restrictions may be placed on the loan.

7.2 All loans should be for a specific period of time and shall be documented and monitored by Allied Arts. Loans are governed by a written loan agreement between AAWC and the borrowers, and shall be signed by both parties prior to shipment. Before an object leaves the custody of AAWC, a report with photographs shall be generated to document its condition. The condition of art loaned for display at the same location for more than one year should be examined by an AAWC representative quarterly.

8.0 - STORAGE, MAINTENANCE & RECORD KEEPING

8.1 Prior to the acquisition, donors should provide written maintenance criteria for the art, if applicable. Allied Arts will provide a stable, appropriate climate and effective security for all acquired art on display or in storage.

8.2 AAWC will regularly maintain accurate records of all art in its collection. Records should include contact information for the person or entity from whom it was acquired and other pertinent information regarding the art. Records pertaining to de-acquisitioned art shall remain on file.

9.0 - DE-ACQUISITION

9.1 Art may be deaccessioned for a variety of reasons, including but not limited to the following:

- A) The art is no longer relevant to the mission of Allied Arts or has little value in the collection.
- B) The art is redundant or duplicative.
- C) The art is of lesser quality than other art of the same type.
- D) The authenticity, attribution or genuineness of the art is questionable or determined to be false or fraudulent.
- E) The art lacks sufficient aesthetic merit or historical importance to warrant retention.
- F) The condition and security of the art cannot be reasonably assured.
- G) The art is damaged, and repair or conservation is not reasonable.
- H) A suitable site for display is no longer available.
- I) The art is rarely or never displayed.

9.2 If the art is worth more than \$2,000.00, approval from the Board is required for deaccessioning.

9.3 If the Board approves deaccessioning the art, the donor, or in the donor's absence his or her heirs, shall be informed when possible. Donor or artist consent is not required for de-acquisition. All records made pursuant to these Guidelines will be maintained by Allied Arts in a manner approved by the Executive Director.

9.4 Funds from deaccessioned works shall be used to support the mission of AAWC. All deaccessioned art shall be reported to the Executive Board at the next scheduled Board meeting.

10.0 - ALTERATION, MODIFICATION OR DESTRUCTION OF ARTWORK

10.1 It is the primary responsibility of AAWC to preserve and protect the collection under its management. However, under certain conditions, the Executive Director may authorize actions that would alter, modify or destroy art in the collection. Alteration, modification or destruction of art in the collection may be considered under the following circumstances:

- A) The work has faults of design or workmanship, or is damaged so that repair or remedy is impractical, unfeasible or an unjustifiable allocation of resources.
- B) The work represents an eminent safety hazard.

11.0 - PROCEDURES

11.1 If it is to the benefit of the AAWC, the Executive Director has discretion to alter, modify or destroy art valued at \$2,000 or less.

11.2 Otherwise, a majority vote by the Executive Board is required to alter, modify or destroy art valued at more than \$2,000. If art of a value over \$2,000 is to be altered, modified or destroyed, the donor, or in the donor's absence his or her heirs, should be notified when reasonably possible. The donor should be given the first option of re-acquisition, and shall be responsible for the art's removal and all associated costs within a reasonable timeframe. In the case where Allied Arts contemplates action which would compromise the integrity of the artwork, the donor should be given a reasonable opportunity to request their name not be used in connection with the art. Moreover, the artist should be given the opportunity to make appropriate and desired alterations, modifications and/or destroy the art. After reasonable notice to the donor and/or the artist, Allied Arts may alter, modify or destroy the art, and a record will be made of such action.

12.0 - BUDGET

12.1 At the direction of the Executive Director, there shall be established budget line items in the AAWC Annual Budget for installation, framing or base, display needs, and identification plaque. This budget may also cover storage and maintenance of the collection, alteration and modification or destruction of artwork.

12.2 At the beginning of each budget year the Executive Director shall present an annual inventory status report on the AAWC collection to the Executive Board during the next scheduled board meeting.

13.0 - FISCAL SPONSORSHIP GUIDELINES

13.1 AAWC provide fiscal and program sponsorship to many arts related charitable projects throughout the county that further the purposes of Allied Arts sponsorship services. The sponsorship services provided by AAWC include the provision of non-profit status to projects or organizations that do not have nonprofit status (thus making contributions tax-deductible).

13.2 The Sponsored will:

- A) Operate in a manner consistent with the AAWC's tax-exempt status as described in this agreement, which AAWC will oversee.
- B) Act as its Program Agent and is responsible for the Project's daily business.
- C) Have the option to apply to funding sources under the auspices of AAWC, but AAWC is not responsible for fund-raising or for providing support for the Project.
- D) Send a thank you letter for all in-kind gifts, grants and contributions.
- E) Not attempt to influence legislation or directly or indirectly intervene in any political campaign on behalf of (or in opposition to) any candidate for public office or otherwise engage in the carrying on of propaganda (within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986).
- F) Regularly provide project reports that describe programs and services to AAWC.
- G) Submit a written Permission Form to AAWC if needing material changes for the purposes or activities of the Project in accordance with requirements imposed by any funding

organizations, nor shall the AAWC carry on activities or use funds in a manner that jeopardizes AAWC's tax-exempt status or reputation.

- H) Provide all information and prepare all reports, including interim and final reports, with the AAWC's assistance and final approval.
- I) Identify the Project as "Affiliated with Allied Arts of Whatcom County" on all project marketing material, including fundraising requests.

13.3 Allied Arts of Whatcom County (AAWC) will:

- A) Approve all fundraising requests.
- B) Establish and operate the use of the Project's designated account ("Account") segregated on AAWC's books.
- C) Be responsible for funds that are eligible for disbursement within 14-days of verification (such as when the contribution clears the bank).
- D) Organize the disbursement of all contributions deposited into the Project's Account which are subject to conditions of this Agreement, and must be used in its support, **less than 10%**, which serves as AAWC's consideration and defrays administrative charges.

13.4 Both will:

- A) Maintain and retain all financial records relating to the Project as required by law and according to generally accepted accounting principles.
- B) Reflect the activities of the Project, to the extent required, on their state and federal tax returns and financial reports. All disbursements from the Account shall be treated as payments made to or on behalf of the Sponsored to accomplish the purposes of the Project. The Sponsored will provide AAWC the proper documentation to fulfill this duty, including a tax identification number.

13.5 This Agreement:

- A) Is subject to review every six months.
- B) Terminates 21-days following written notice by either party of its intent to terminate this Agreement. Also, if AAWC issues a written request to cease activities it deems inconsistent with its purpose and/or inconsistent with its

terms, then this Agreement terminates 10-days from the date notice was received.

C) If terminated, AAWC and the Sponsored will comply with any termination conditions imposed by any funding organization. All disputes will be resolved in Whatcom County, Washington.

10. Equity

1.0 - POLICY

1.1 Whatcom County is a diverse population comprised of varied and unique cultural communities and individuals. Ensuring artists of all backgrounds and identities are included in our cultural narrative is central to having an accurate and fair depiction of our community.

1.2 Diversity also creates a broader educational opportunity for students involved in the art programs led by teaching artists. Allied Arts exists to bolster the work of all artists throughout Whatcom County. We do this by providing exhibits, festivals, and other resources to artists of all disciplines regardless of their socioeconomic/marital status, race, ethnicity, nationality, geography, national origin, political affiliation, language, sex, sexual orientation, gender identity and expression, religion, mental and physical status. Allied Arts recognizes and is committed to addressing historical and ongoing disparities in access to institutional funding, recognition, business practices, and job opportunities, and demonstrates that commitment through policy and practice.

1.3 This Policy is to guide AAWC along a path of continuing growth and organizational education and track our organizational improvement progress throughout the 2017-2021 timeframe.

2.0 - AAWC PROMISES TO:

2.1 To promote social equity throughout all levels of the organization.

2.2 To minimize disparities in our processes/throughout our role in the community.

2.3 To ensure the entire Allied Arts of Whatcom County organization is knowledgeable on this policy and follows it.

- 2.4 Observe this Policy throughout our organization.
- 2.5 Commit to fair and equal treatment, opportunities and benefits, and accessibility.
- 2.6 Strive to remove organizational barriers.
- 2.7 Be an organization free from prejudice, harassment, racism, and offensive behavior.

3.0 – WHAT AAWC HAS DONE SO FAR:

- 3.1 Updated all program-related messaging using accessible and inclusive language.
- 3.2 Balanced program selection panels to more fully include people of color, and empowered their voices with a stronger institutional stance on equity throughout festivals, exhibit and program selection processes.
- 3.3 Ensured that our business practice trainings implement equitable hiring practices, with an emphasis on hiring people of color as instructors.

4.0 – WHAT AAWC IS DOING RIGHT NOW:

- 4.1 Promoting diversity in our staff, board, and donor base in order to balance decision-making power among stakeholders of all backgrounds.
- 4.2 Building cultural competence and fluency at all levels of the organization.
- 4.3 Increasing transparency and accessibility in all program areas.
- 4.4 Collaborating and sharing resources with peer organizations who share our equity goals.

5.0 – WHAT AAWC WILL CONTINUE TO DO:

- 5.1 Engage with communities and artists of color for feedback on our policies, practices, and programs.
- 5.2 Participate in the national conversation on racial equity among arts organizations through both formal (conferences, summits, etc.) and informal settings.

5.3 Experiment with programming models to increase overall accessibility.

5.4 More visibly advocate on behalf of artists, particularly around issues that disproportionately impact artists from historically marginalized communities.

11. FIRE, SAFETY AND EMERGENCY PREPAREDNESS PLAN

1.0 – POLICY

1.1 Allied Arts of Whatcom County Fire & Safety Manual and Emergency Preparedness Plan (“the Plan”) is developed and maintained in accordance with Chapter 4, Emergency Planning and Preparedness, of the 2015 International Fire Code as adopted by the State of Washington and the City of Bellingham.

1.2 The Administration of Allied Arts of Whatcom County takes seriously the responsibility to plan for the protection of life safety, and property in the event of a fire or other emergency. Therefore, adherence to the policies and procedures contained in the Plan is mandatory and binding on all personnel associated with the operation of the facility.

1.3 Regular, quarterly drills shall be conducted to ensure familiarity with components of the Plan, and to gain practical knowledge of how to conduct operations should a fire or other emergency arise. Participation in these scheduled drills is necessary to achieve an adequate state of preparedness.

1.4 Allied Arts is home to a collection of art objects and irreplaceable pieces of historical importance. More importantly, Allied Arts plays host to hundreds of patrons, volunteers, and staff members whose life and safety is of utmost value.

1.5 Each of these categories, human lives and art treasures, is mutually exclusive of the other when calculating the potential cost of a significant fire event. Each is of paramount importance to consider in the development and implementation of the Plan. However, life safety must be emphasized as the driving factor and, therefore, is the focus of the Plan.

2.0 - COMMITMENT TO SAFETY

2.1 The Occupational Safety and Health Act of 1970 clearly states our common goal of safe and healthful working conditions. The safety and health of our employees and volunteers continues to be the first consideration in the operation of Allied Arts of Whatcom County (AAWC).

2.2 Safety and health in our organization must be a part of every operation. Without question it is every employee’s and volunteer’s responsibility at all levels.

2.3 The personal safety and health of each employee and volunteer at AAWC is of primary importance. The prevention of occupationally-induced injuries and illnesses is of such consequence that it will be given precedence over operating productivity whenever necessary. To the greatest degree possible, AAWC will provide all mechanical and physical facilities required for personal safety and health in keeping with the highest standards.

2.4 Our objective is a safety and health program that will reduce the number of injuries and illnesses to an absolute minimum, not merely in keeping with, but surpassing, the best experience of operations similar to ours. Our goal is zero accidents and injuries.

For AAWC's full Fire, Safety, and Emergency Preparedness Plan, including but not limited to: evacuation procedures, fire hydrant locations, and designated contact persons refer to AAWC Fire & Safety Manual and Emergency Preparedness Plan.

12. BOARD OF DIRECTORS

1.0 – RESPONSIBILITIES

1.1 As a member of the Board of Directors of Allied Arts of Whatcom County, you hold the primary responsibility for all legal and policy based matters regarding the organization. The following information briefly describes your responsibilities as a volunteer board member. For additional information, contact the Executive Director, the organization's legal representative, or the Office of the Washington State Attorney General.

1.2 These legal responsibilities are contained in the organization's by-laws and within the Revised Code of Washington (RCWs), Title 24 RCW: Corporations and Associations (nonprofit). The listed RCWs and organizational by-laws offer a brief summary of the pertinent regulations and in no manner are to be considered a complete listing of all applicable law. *RCWs revised December 2009; by-laws revised February 2003.*

2.0 – BOARD MEETING ETIQUETTE

2.1 Allied Arts of Whatcom County's Board of Directors follow [*Robert's Rules of Order*](#) for their meetings but take a relaxed approach.

2.2 It is important for members to always be prepared, punctual, and polite. This is the basis for any meeting, but higher expectations tend to exist for members of boards.

2.3 Boards operate in the realm of professional, but with the added dimension of fiduciary and legal responsibility. The board is a legal entity. Individuals who serve on boards have been asked to do so because of what they bring uniquely to the board.

3.0 - MEETING ORGANIZATION

3.1 Meeting formats vary from the typical business meeting as well. A Chairman of the Board presides over the meeting and is primarily responsible for meeting agenda preparation well ahead of time, for directing business, and for conducting the meeting based on a system of protocol (such as *Robert's Rules of Order*).

4.0 – BOARD MEMBER MEETING RESPONSIBILITIES

4.1 Hand-raising is typically the way to be recognized or to place your name on the queue. Do not interrupt one another during the meeting. Be calm and patient.

4.2 Listen. A lot! Don't repeat a point that has already been made.

4.3 No question is a dumb question. If you don't understand something, ask for clarification. Someone else likely has the same question.

4.4 Meeting involvement is very important but, try to keep your comments brief.

4.5 Don't engage in side conversations while the meeting is underway, even if someone tries to draw you into one.

4.6 Stay focused and polite. Remember that diversity of opinion is good for a board.

4.7 Never talk about board business outside of the boardroom!

4.8 Members should “do your homework and keep questions and comments during a meeting focused and on point.”

4.9 For those who have more experience, proper etiquette calls for mentoring newer members about that culture. Helping newer members understand the necessity to assess the atmosphere and situation and act accordingly, rather than rush in, is important.

4.10 If you have questions about the meeting, phone the Chairman/Director well beforehand. Your preparation is a nice contribution to the efficiency and productivity of the meeting.

4.11 Thank the Chairman for conducting the meeting and other people who've obviously helped put the meeting together. It is also important for board members to recognize that many non-board staff members have been involved in your meeting preparations. All of these contributors should be treated with respect and courtesy. There is much "behind the scenes" effort provided to achieve successful board meetings.

4.12 Being selected to serve on a board of directors or trustees is an honor. And a big responsibility. Knowing the etiquette and protocols can't be overestimated. But gaining experience takes time. Your patience and attention to the bigger picture should trump over-achieving.

**FOR CURRENT BOARD OF DIRECTORS ROSTER AND MEETING SCHEDULE
REFER TO AAWC WEBSITE:**

alliedarts.org

13. Allied Arts of Whatcom County (AAWC) Policies and Procedure Clean Up and Additions

Subject: Policy and Procedures Clean Up and Additions

WHEREAS AAWC holds its policies & procedures as a core to the organization ethic, believing it is both a necessary foundation for creating and promoting a vibrant visual arts community and a fundamental moral value and whereas AAWC is committed to providing equitable opportunities for its employees, faculty, members, volunteers and all participants in AAWC programs;

BE IT RESOLVED THAT the AAWC Board of Directors hereby adopts the updates to existing by-laws and policies, including a consolidation into one “AAWC Policy Manual”, updates to board, employee and volunteer handbook, and reorganization to files containing above documents.

Reasons for changes and updates:

- Updates documents to current standards and environment.
- Creates uniform look and easier readability.
- Formalizes professional one document for all by-laws and policies for easier sharing and training: addition of introduction to manual.
- Creates cleaner filing system for efficient accessing for everyone.

Certification:

The attached policies and procedures of AAWC was passed by majority vote at a regular meeting of the Board of Directors held on April 20, 2021, at which a quorum of board members was present.

By signing this you are agreeing that you received this packet, read over it and also are in agreement with the policies in this packet.

Please Initial

ALLIEDARTS

— OF WHATCOM COUNTY —

*WJW
CJA
7/20/21*

___ **2. By-Laws & Policy Manual:** Introduction, By-Laws, Accounting Principles & Procedures (references accounting manual), Records Management and Document Retention, Non-Discrimination & Anti-Harassment, Whistle Blower, Social Media, Conflict of Interest, Program Policies, Equity, Fire & Safety and Emergency Plan (references full manual), Board & Meetings: changes highlighted

*WJW
CJA
7/20/21*

___ Individual above documents reformatted for singular use: uniform formatting & updated (accounting left as manual, fire & safety left as manual) 3. By-Laws, 4, Accounting Principles & Procedures, 5. Records Management and Document Retention, 6. Non-Discrimination & Anti-Harassment, 7. Whistle Blower, 8. Social Media (new), 9. Conflict of Interest, 10. Program Policies (Combined programs), 11. Equity, 12. Fire & Safety and Emergency Plan (references full manual), 13. Board

___ 14. Board of Directors Handbook –Update (added board etiquette doc to handbook): changes highlighted

___ 15. Employee Handbook-Update

___ 16. Volunteer Handbook-Update

___ Uniform font and sizing for all documents-followed guidelines by WWU Service Learning student team

___ Combine Art Acquisition & Fiscal Sponsorship Guidelines combined into one document: Program Policies

___ Moved Acquisition Intro onto guidelines/policy & Fiscal Intro onto fiscal agreement

___ Added Social Media and Communications Policy to manual & individual form

X Danielle Jordahl

Board Member

Danielle Jordahl, Board Secretary

I Verify that these policies/packet was received and reviewed by the Board on 4/20/2021.