

AMPHITHEATER ADVISORY BOARD BYLAWS

ARTICLE I: NAME

SECTION 1. The name of this organization shall be: THE JACKSON AMPHITHEATER ADVISORY BOARD is subject to the BYLAWS of the organization.

SECTION 2. The name “AMPHITHEATER ADVISORY BOARD” is a voluntary board under the West Tennessee Healthcare Foundation in conjunction with the good will of the City of Jackson, Tennessee

ARTICLE II: PURPOSE

The purpose of this Board shall be to operate exclusively for the interests of the Amphitheater and City of Jackson. The Bylaws may be amended from time to time.

ARTICLE III: MEMBERSHIP

SECTION 1. This Board has members who were selected by the board with the approval by the Mayor of the City of Jackson.

SECTION 2. Membership is voluntary.

SECTION 3. Each member shall be entitled to one vote

SECTION 4. All officers must be members of the Board of Directors

ARTICLE IV: FISCAL YEAR AND DUES

SECTION 1. The fiscal year is July 1 to June 30.

SECTION 2. There are no required annual dues.

ARTICLE V: MEETINGS

SECTION 1. Board meetings shall be held as determined by the board. Notice of these meetings will be given to each member, not less than seven days before the meeting.

SECTION 2. Regular meetings of the Board of Directors will be determined by the board.

SECTION 3. Regular meetings of the Executive Committee shall be held prior to each meeting of the Board of Directors or as needed at a time, date, and place to be determined by the Board.

SECTION 4. Special or called meetings of the Board of Directors or the Executive Committee may be called by the President or the Mayor.

SECTION 5. Quorums for regular and special meetings are as follows:

- a. Board of Directors Meetings – Half of the Board members
- b. Executive Committee – Half of the officers

SECTION 6. The Chair of the Board of Directors shall officiate at all meetings.

ARTICLE VI. BOARD OF DIRECTORS

SECTION 1. The Board of Directors is the governing body of the Amphitheater and its activities. The Board receives and considers reports of all committees. The Board of Directors determines the mission and all policies for the administration and operation of the Amphitheater; insures that the organization has the resources to accomplish its mission; assumes responsibility for the ethical standards of the organization, and monitors the organizational progress and performance. The Board shall:

- a. Approval of any contracts
- b. Not operate with a deficit.

SECTION 2. The Board of Directors shall consist of the officers, and board members.

SECTION 3. A Board Nominating Committee shall be formed for the purpose of preparing nominations. The committee size shall be determined by the Board of Directors.

SECTION 5. The Nominating Committee shall hold the responsibility of officers and board membership.

SECTION 6. Vacancies on the Board shall be created by resignation, death, or failure to take part in the work of the Board.

SECTION 7. The Board of Directors shall fill vacancies in a prompt fashion.

ARTICLE VII. OFFICERS AND THEIR ELECTIONS, NOMINATING COMMITTEE, EXECUTIVE

SECTION 1. Officers of the Amphitheater Board are President, Vice President, Secretary, Treasurer, and the Past President. The five officers constitute the Executive Committee.

SECTION 2. The President and other elected officers are elected for a term of two years and may be re-elected.

SECTION 3. At the meeting of the Board of Directors, a Nominating Committee shall report the names of the nominees at the meeting of the Board of Directors to be voted on for approval by the membership.

SECTION 4. Election of officers shall be held at prior to the July meeting of the Board of Directors and take office on July 1.

SECTION 7. When a vacancy occurs in the office of President, the Vice President becomes President. When a vacancy occurs in any other elective office, that office shall be filled by election by the Board of Directors.

ARTICLE VIII. DUTIES OF OFFICERS

SECTION 1. The President of the Board of Directors is the chief officer of the Amphitheater Board and represents the Board at appropriate times; presides at all meetings of the Executive Committee, the Board of Directors; serves as ex-officio member of all committees.

SECTION 2. The Vice President in the absence of the President shall perform the duties of that office and shall be designated alternate to the President. The Vice President serves as an adviser and liaison for all events. In the event of a vacancy in the office of President, the Vice President shall become President until the end of the term.

SECTION 3. The Secretary keeps the minutes of all meetings of the Board of Directors, is responsible for maintaining and safeguarding these and all other Board records, reports, and documents.

SECTION 5. The Treasurer is responsible for oversight of all financial matters, working with the Staff of the Foundation where funds are held. The Treasurer shall report funds balances. The Treasurer works with the President on funding.

ARTICLE IX. COMMITTEES

SECTION 1. The Executive Committee shall have the following purpose, powers and duties:

- a. Purpose: The principal purpose of the Executive Committee is to act for the Full Board of Directors when the board is not in session.
- b. Powers: When the Board of Directors is not in session, the Executive Committee shall be the governing body.
- c. The Executive Committee shall have the power to meet prior to meetings of the Board of Directors to monitor the progress of the other committees and to prepare for the orderly conduct of the meeting of the Board of Directors

SECTION 3. Standing Committees, selected by appointment of the President, shall have the following purposes:

- a. Committees will be named as needed.

SECTION 4. Other committees and task forces may be appointed at the discretion of the President to fill the organization's needs.

ARTICLE X. GIFTS, DONORS

SECTION 1: All gifts of a permanent or restrictive nature must be approved for acceptance by the Board of Trustees of the Foundation and may be restricted to a specific project.

SECTION 2: Gifts of property, real property, intellectual property, stock or in-kind gifts become the property of the Foundation and can be restricted for use in Amphitheater.

SECTION 3: The Foundation reserves the right to refuse a gift offered to the Amphitheater Board and must approve the acceptance with the Gift Acceptance Policy of the Foundation.

ARTICLE XII. ENDOWMENTS AND INVESTMENT FUNDS

SECTION 1. All Real, Personal and Intellectual property, endowments, investments are the property of The Foundation, the legal entity of the organization. Historic items, real property, endowments and investment funds may be donated or established for the benefit of the Amphitheater but remains the property of the Foundation. All endowment funds are governed by Board of Trustees in accordance with the Foundation's Investment and Spending Policy.

SECTION 2. Endowment Annual Spending Funds are distributed by The Foundation to Amphitheater Board.

SECTION 3. Endowment Funds held on the behalf of the Amphitheater are designed to produce income for that Chapter.

SECTION 4. Estate gifts left to sites or chapters become the property of The Foundation and are used to establish a permanent endowment to benefit that Amphitheater in accordance with the investment policy. Such estate gifts are named in honor of the donor(s) or family having made the gift. Such gifts are permanent in nature with the principal invested in accordance with the investment policy and guidelines that govern permanent endowments.

SECTION 5. When the Amphitheater has an endowment but the organization no longer exists, the endowment remains permanent to honor the donors. The Endowment may be re-allocated at the discretion of The Foundation's Board of Trustees.

ARTICLE XIII. PROPERTY

SECTION 1 Real property, that includes land and structures, are the property of The Foundation, the legal entity. These assets cannot be used, renovated, sold, given away, or renovated without approval of the Board of Trustees.

SECTION 2 Donations of real property given for the Amphitheater are receipted by The Foundation and can be given with restrictions for the Amphitheater.

ARTICLE XIV. REPRESENTATION

The President shall represent the Amphitheater at all public gatherings.

ARTICLE XV. AMENDMENTS

Recommendations to changes to the BYLAWS may be amended or revised at any regularly scheduled meeting of the Board of Directors.