



RULES OF THE ADVISORY BOARDS AND COMMITTEES OF WASHINGTON PAVILION MANAGEMENT, INC.

ADOPTED BY RESOLUTION
DATED June 18, 2019

ARTICLE 1

Authority and Names

- 1.1 Authority.** These Rules are established by the Board of Trustees as authorized under Article 4.2 and 4.3 of the Bylaws of Washington Pavilion Management, Inc., a South Dakota nonprofit corporation.
- 1.2 Names.** The names of the Advisory Boards and Committees reporting to the Board of Trustees of Washington Pavilion Management, Inc. (the "Corporation") shall be:
- (a) The Performances and Events Advisory Board;
 - (b) The Kirby Science Discovery Center Advisory Board;
 - (c) The Visual Arts Center Advisory Board;
 - (d) The Community Learning Center Committee;
 - (e) The Development Committee; and
 - (f) The Finance Committee.

ARTICLE 2

Advisory Board & Committee Uniform Rules

- 2.1 Purpose.** The Performances and Events Advisory Board, the Kirby Science Discovery Center Advisory Board, the Visual Arts Center Advisory Board, the Community Learning Center Committee, the Development Committee, and the Finance Committee shall have all the powers granted by the Board of Trustees of the Corporation to advise the guidance of programming, management and fundraising of the respective program areas. In particular, these Advisory Boards and Committees shall have the power:
- (a) To recommend policies and procedures for acquisitions, loans, conservation, and deaccessioning of art objects and scientific artifacts for the respective program area;
 - (b) To advise on art exhibitions, science exhibitions, films, performing arts programs and educational programs;
 - (c) To recommend policies and procedures for the use of respective gallery, exhibit, and theater spaces;
 - (d) To make recommendations to the Trustees of the Corporation regarding governing policies and procedures;
 - (f) To recommend hiring, evaluating, and (if necessary) terminating senior staff of the respective program area or other key staff as requested by the CEO and/or Trustees of the Corporation.
 - (g) To advise and give input to the Board of Trustees of the Corporation on the budget for the administration and operation of the respective program area programs, and to monitor the fiscal performance of the respective program area programs;
 - (h) To engage in fundraising activities for the benefit of the respective program area and also for the overall Washington Pavilion fundraising campaigns;

- (i) To elect persons to serve as members of each respective Advisory Board and Committee.
- 2.2 Appointment.** Each respective Advisory Board Committee shall recommend to the Board the number of members appropriate for their board/committee.
- 2.3 Meetings.** Regular meetings of each Advisory Board and Committee shall be held at a time and place established by the Board or Committee. Special meetings of each Advisory Board or Committee may be called by the chair or upon written request of any three (3) members and shall be held at the time and place designated in the notice of the meeting.
- 2.5 Notice of Meeting.** Notice of regular, and special Advisory Board or Committee meetings shall be given to each respective Advisory Board or Committee member. Notice of each regular meeting shall be given in writing or electronically at least five (5) days prior to the meeting. Notice of each special meeting shall be given either verbally, electronically, or in writing, at least twenty-four hours prior to the meeting. The notice of a regular meeting of an Advisory Board or Committee shall generally state the nature of the business to be transacted at the meeting.
- 2.6 Waiver of Notice.** An Advisory Board or Committee member may waive in writing notice of any meeting of a respective Advisory Board or Committee. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except when a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not properly called or convened.
- 2.7 Quorum.** A simple majority of the members in good standing of an Advisory Board or Committee shall constitute a quorum for the transaction of business at any meeting of an Advisory Board or Committee. If less than a majority of the members is present at a meeting, a majority of the members who are present may adjourn the meeting without further notice.
- 2.8 Voting Requirements.** Except as otherwise provided by law or in these Rules, a majority vote of the members present at a meeting at which there is a quorum shall be required for an act or resolution under consideration to constitute an act or resolution of each Advisory Board or Committee.
- 2.9 Action without Meeting.** Any action that may be taken at a meeting of each Board or Committee may be taken without a meeting if all members entitled to vote consent either by email or in writing.
- 2.10 Resignation and Removal.** A member may resign at any time by giving written notice of such resignation to their respective Advisory Board or Committee Chair. Unless an Advisory Board or Committee decides by a majority vote to the contrary, any member who fails to attend at least fifty percent of the regular meetings over a 6-month period is automatically removed. A member may be removed at any time by the vote of two-thirds of the members on the Board or Committee or by a majority vote of the Board of Trustees.
- 2.11 Compensation.** Members shall not receive any stated salaries for their services, but by Board of Trustee resolution, members may be paid their expenses, if any, for attending any meeting of each respective Advisory Board or Committee meeting. Nothing herein shall be construed to preclude any member from receiving compensation for services rendered to the Corporation in any other capacity.

ARTICLE 3

Advisory Boards

- 3.1 New Member Nominations.** New members will be put up for election to the Advisory Board upon nomination by both the Director for that program area and the Advisory Board Chair. This shall also apply to mid-term vacancies.
- 3.2 Number, Election, and Term.** Each respective Advisory Board shall determine the number of members, not less than seven nor more than nine, appropriate for their board. Each nominee may be elected by the respective Advisory Board for a term of three (3) years. No member shall serve more than two (2) consecutive terms. The number of members permitted may be changed from time to time by amendment to these Rules, but no decrease in the number of members shall have the effect of shortening the term of any incumbent member.

ARTICLE 4

Committees

- 4.1 Purpose.** The purpose of any Committee established by the Board is to advise the staff and Trustees of the Corporation in respect to overall operations.
- 4.2 Washington Pavilion Committees.** Each Advisory Board shall designate at least one but not more than two representatives from its respective board to serve on each of the following shared service Committees. Representatives will be expected to attend all Committee meetings, represent their respective Advisory Board, and report back to their Advisory Board regarding committee issues.
- (a) Finance Committee
 - (b) Development Committee
 - (c) Community Learning Center Committee
- 4.3 Term.** Each Advisory Board representative shall be appointed annually by their Advisory Board Chair.
- 4.4 Program Committees.** Permanent Program Committees may be established by resolution of an Advisory Board or the Committee.

ARTICLE 5

Officers

- 5.1 Number, Election, and Term.** The officers of each Advisory Board or Committee shall be a Chair and a Vice-Chair, both of whom shall be members, except in the case of the Chair of the Finance Committee. The Chair of the Finance Committee shall be the Secretary/Treasurer of the Board of Trustees. Each officer shall be elected in December by its respective Advisory Board or Committee members to begin serving in January. Term appointments shall be two years. If an officer's term as a member of the body expires, the officer may be allowed to complete his/her term as an officer in that calendar year with approval from a simple majority of the Board or Committee's members.

No officer shall hold the same office for more than three (3) consecutive terms, excluding partial terms.

- 5.2 Resignation.** An officer may resign at any time by delivering written notice to the chair, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 5.3 Removal.** An officer may be removed from office, with or without cause, by the vote of two-thirds of the members in office whenever in their judgment the best interests of its respective Advisory Board or Committee would be served thereby.
- 5.4 Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled by the Board or Committee members at any meeting of the Board or Committee, and the officer so elected shall hold office for the unexpired term of his or her predecessor.
- 5.5 Chair.** Each Chair shall: (a) preside at the meetings of its Advisory Board or Committee; (b) serve as an ex officio member of the Board of Trustees of the Corporation or appoint the Vice Chair from its Board or Committee to serve in their place; and (c) perform such other duties and exercise such other powers as may be assigned to the chair by the Board or Committee and/or the Board of Trustees of the Corporation.
- 5.6 Vice Chair.** Each Vice-Chair shall perform all duties incumbent upon the Chair during the absence or disability of the Chair, and shall perform such other duties as from time to time may be assigned to the Vice-Chair by the Chair or Board or Committee.

ARTICLE 6 Amendment to Rules

- 6.1 Authority to Amend.** These Rules may be altered, amended, or repealed and new rules adopted by a majority vote of the Board of Trustees from time to time.
- 6.2 Notice of Amendment.** Written notice setting forth the proposed amendment or new rule shall be given to each member of the Advisory Boards or Committees in the manner provided by Section 2.2 of these Bylaws.