

- [BAC Main Doc](#)

Bay Area Creative (BAC) Bylaws

Approved on June 23rd, 2016 by BAC Council

Contents:

[Mission](#)
[Structure](#)
[Membership](#)
[BAC Council](#)
[BAC Board](#)
[Executive Team & Officers](#)
[Umbrella Nonprofit Network](#)
[Amending the BAC Bylaws](#)
[Future Possible Additions](#)

Mission

The Mission of Bay Area Creative is to connect dynamic arts programs to underserved schools, local professional artists and community businesses. The desired impact of these programs is to enrich communication skills, develop social awareness and hone writing proficiency. We value project based learning, community involvement and social/emotional learning. Our programs focus on providing on campus residencies based on multiple urban art forms.

Structure

- Individual Member Programs
 - BAC Council
 - BAC Board
 - BAC Executive Team
 - BAC Secretary Chairperson
 - BAC Treasure
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Membership

Bay Area Creative Membership is defined as a sponsored program that has been approved as a Membership by both the Bay Area Creative (BAC) and the umbrella non-profit.

Each member program can spin-off and leave at anytime, and BAC can spin-off or remove a member program at anytime as well.

To be an active member program, each program's Leadership Committee must must appoint at least one representative to the BAC Council.

The highest possible level of decision making for the Bay Area Creative is having each individual Member Program's Leadership Committee approve the same proposal. This would only be necessary to dissolve BAC or agreement on the Mission Statement or other extraordinary long term evolution of BAC. Agreement would constitute be 50%+1 of all the Member Programs Leadership Committees, although amendments could be made to strive towards consensus.

BAC also acts as the Membership and immediate Council for the Member Program Leadership Committee. The Program Leadership Committees still have semi-independent decision making, but their leadership Committee is approved by the BAC Council if there is no Program Membership to hold their leadership Committee Accountable. The BAC also oversees Membership Program HR & Staff Budgets.

BAC Council

General Info on the Council:

- Each Member Program Appoints at least 1 representative to the Council (no max)
- The Council is the Primary Decision Making Body of the Organization and controls all other decision makers.
- Is part of a Bi-camel Decision Making Structure between the Council & the Board, all legal decisions, especially budgetary staff decisions, must achieve agreement by both the Council & the Board.
- BAC Council decisions primarily occur over email, and there is no need to have separate Council and Board Meetings, they can all happen simultaneously within "Bouncil" meetings as needed.

Role of the Council Members:

- To ensure their respective Programs continue to appoint Council Members.
- To appoint the BAC Board
- To Approve the Budget and send it to the BAC Board
- To make the primary decisions for BAC besides Budgetary Decisions
- To appoint the BAC Secretary Chairperson and other officer positions as necessary.
- To review any executive decisions of the Board or Executive Team
- To review and approve the Bylaws a minimum of every four years.

Council Decision Making:

- All decisions must be documented within some type of Meeting Minutes
- Quorum is 50%+1 of Council Members, plus at least 50%+1 of the Member Program Representatives
- Decisions require 50%+1 of the individual Council Members present, but we strive towards consensus.
 - plus 50%+1 of the Member Programs Represented.
 - In other words a single program can't stack the board and get 50%+1, you also need at least one yes vote from a majority (50%+1) of the programs represented. This is very easy to do, it just sounds complicated.
- Council Decisions are the highest level of internal BAC decision making, although all Budgetary and other related decisions must also be approved by the BAC Board.

BAC Board

General Info on the Board:

- The purpose of Board is simply to ensure that the legal parameters for nonprofits having a majority of their Board with a minimum of 51% unpaid volunteers. If the BAC Council obtains the necessary 51% unpaid volunteers, then it could technically appoint itself as the Board and be the same body.
- Therefore there MUST be a minimum of 51% unpaid volunteers on the BAC Board. This means that there would be 2 unpaid with 1 paid, or 3 unpaid and 2 paid etc...
- The BAC Board is the primary internal decision maker on the Budget and the Budget Process, especially monetary decisions regarding Staff and HR. All legal and Budgetary decisions must also be sent for approval to the umbrella nonprofit Council and Board.
- BAC Board decisions primarily occur over email, and there is no need to have separate Council and Board Meetings, they can all happen simultaneously within "Bouncil" meetings as needed.

Role of Board Members:

- To oversee the Budget Process & ensure HR Staff pay follows all legal parameters
- To appoint the BAC Treasure
- To ensure that all laws and policies of are followed in the implementation of all programs
- To support the BAC Council with other decision making.
- To make executive decisions on behalf of the Council when it is not available to meet.
- To Review executive Decisions from the Executive Team and the BAC Secretary Chairperson

Board Decision Making:

- All decisions must be documented within some type of Meeting Minutes
 - Quorum: 50%+1
 - Decisions: 50%+1
 - All Board Decisions Must also be passed through the BAC Council to become official BAC decisions.
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Executive Team & Officers

There are currently only two Executive Officers, the BAC Secretary Chairperson appointed by the BAC Council, and the Treasure appointed by the BAC Board. Together they make an informal Executive Team and can make temporary executive decisions by consensus. The BAC Secretary Chairperson may be given the ability to make unofficial Emergency Decisions on his or her own, but only on behalf of the BAC Council, not the BAC Board. In general Executive Decisions should be very rare, and the Council can take away that power at anytime.

Secretary Chairperson Role & Responsibilities

- Make sure BAC Council Meetings are run smoothly
- Make Emergency Decisions, and immediately present them to the BAC Council & BAC Board
- Record the proceedings of all meetings of the BAC Council

- Sign essential documents
- Do all other essential tasks assigned by the BAC Council

Treasure Role & Responsibilities

- General charge of the financial affairs for the nonprofit
 - Keep accurate books of account
 - Help support the Board in overseeing the Budget Process
 - Do all other essential tasks assigned by the BAC Board
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Umbrella Nonprofit Network

- BAC must appoint at least one Representative to the Everything Network Council, and has the option of appointing representatives to other umbrella Network Councils and the Supra Bouncil.
 - BAC must approve its budget and then have it sent to the umbrella nonprofit Council and Board for approval.
 - BAC agrees to 7% of its total incoming cash flow (revenue) going to the umbrella non-profit for administrative expenses.
 - BAC MUST follow All other policies of the Community LIFE Network, the Everything Network, and the overall umbrella Network.
 - BAC and ALL of its Member Programs can simultaneously spin-off from the umbrella nonprofit network at anytime, and vice versa as the .
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Amending the BAC Bylaws

The BAC Bylaws can be amended by a simple 50%+1 vote of the Council.

All Umbrella Nonprofit Amendments also need to be approved by the Nonprofit Umbrella Board.

Future Possible Additions

Use this section as Open discussion evolving these Bylaws. Anyone can write additions or amendments here, that should be documented in the possible evolution of these bylaws.