

**TOWN OF CLAYTON
BY-LAWS GOVERNING THE
PUBLIC ART ADVISORY BOARD**

ARTICLE I

NAME

- (a) Name. Created was an Advisory Board, created by Town Council for the Town of Clayton, to be known as the Public Art Advisory Board (PAAB) (hereinafter referred to as the “Board”) The Board shall continue to serve and exist unless official action is taken by the Town Council to abolish or modify the Board. No action other than majority vote of the Clayton Town Council shall have the effect of abolishing or otherwise ending the purposes, duties, responsibilities, or authorities of the Board.

ARTICLE II

PURPOSE/MISSION

- (a) The mission of the Public Art Advisory Board of the Town of Clayton is to
- Enhance public spaces and facilities through incorporation of art and artful design
 - Advise on the acquisition and collection of public artworks leased or owned by the Town
 - Annually report to the Town Council on all matters related to public art
- (b) Public art is defined as any form and medium of visual art in public space. Public art shall exclude architecture, landscapes and site design unless the Town of Clayton chooses to incorporate an artist or art concepts into the building or open space design. Public art in Clayton may be permanent or temporary and may be the result of collaboration among artists and designers or artist-initiated projects.

ARTICLE III

MEMBERSHIP

- (a) Roles and Responsibilities. The Board will advise on the acquisition, loan, placement, maintenance, display and disposal of public art and artwork contracted for, placed on, erected on property of the Town of Clayton, or become the property of the Town through acquisition or otherwise or in the custody of the Town by loan or otherwise. No public art or artworks shall be acquired, loaned, or installed nor shall existing public art or artworks be de-accessioned or removed from public places without a review by the Advisory Board, then approved by the Town Manager.
- (b) Qualifications of Members: Board Members may be individuals who have special knowledge, interest or experience in the arts, key business leaders, design professionals, educators and civic and community activists.

- (c) Appointments. Board Members shall be selected from applications submitted to the Town of Clayton. Members of the Board shall be appointed by the Clayton Town Council. Membership shall consist of thirteen (13) members. Representation shall be provided for the extraterritorial jurisdiction (ETJ) with as broad a representation of the community as possible. In-town candidates shall have a preference over ETJ candidates. Appointments will be made for this Board through the established procedures in the Appointment to Advisory Boards Procedures policy.
- (d) Interviews. Interviews for this Board shall follow the established procedures in the Appointment to Advisory Boards Procedures policy.
- (e) Ex-officio Member. The Town Council shall appoint a Council Member to serve as an ex-officio member. The ex-officio member will not have a vote on items coming before the Board. The Town Council shall also appoint a staff member (liaison) to this Board.
- (f) Length of Appointment. Terms for all members shall be for three (3) years. The terms will begin on January 1st and expire December 31st, except for the ex-officio from the Town Council who will serve concurrent with his/her term of office.
- (g) Terms of Office. Board Members may serve for no more than two consecutive terms. Board Members may be appointed to the Board once a single year has passed since last serving on the Board. Board Members appointed to fill a vacancy may serve two consecutive terms after the expiration of their term. Terms will run on a calendar year.
- (h) Vacancies. Whenever a vacancy occurs by resignation, death or otherwise, this vacancy shall be filled each year by the Town Council, following the procedures in the Appointment to Advisory Boards Procedures policy. The appointee shall serve for the duration of the unexpired term.
- (i) Removal of Members. Any member of the Board may be removed with or without cause, at any time, through a request from the Board to the Town Council or directly by the Town Council.
- (j) Resignation. The resignation of Board Members must be provided in writing to the Clerk's Office.
- (k) Changes to By-Laws. With majority vote of the membership, proposed changes to the By-Laws shall be submitted to the Town Council for review and approval. Changes to the By-Laws do not take effect until final approval is granted by Town Council.

- (l) Conduct. When participating in a meeting or conducting Board business, members shall conduct themselves in a respectful, ethical, and professional manner.
- (m) Conflicts of Interest. Any conduct that creates an appearance of impropriety or may otherwise impair a Board Member's judgment in the selection of a project site, finalist, or artist is prohibited. The Chair and/or Town Council may ask a member to relinquish his/her position should a member engage in such conduct.

In addition, anyone in a position to receive financial gain from the selection of artists will be ineligible to serve on a selection panel. Panelists must declare any conflict of interest and excuse themselves from discussion of said project if a conflict of interest arises. Board Members will declare any conflicts of interest at any point during the public art selection process and refrain from discussing or voting on any component of the process in which they may have a conflict of interest.

ARTICLE IV

APPOINTMENT OF CHAIR AND VICE-CHAIR

- (a) Officers. The appointment of a Board Chair and Vice-Chair, for the ensuing year, shall take place at the pleasure of the Board such that they are named at the March meeting each year. The mention of new officers shall be on the January agenda of each year; no action will be taken at this meeting. The Chair and Vice-Chair shall be appointed upon majority vote of the Board. Nominations may be made by any Board member. Officers shall serve a one-year appointment with eligibility for reappointment. In the event an officer's appointment to the Board is terminated, a replacement to this office shall be appointed by the Board at the next meeting.

ARTICLE V

DUTIES

- (a) Chair. The Chair shall preside at meetings and shall retain full voting rights. The Chair may call a special meeting with a minimum of forty-eight hours written notice to the Board. The Board Chair shall serve as an ex-officio member of standing committees. It shall be the duty of the Chair to provide information for the meeting agendas to the Clerk to the Board, or designee.
- (b) Vice-Chair. The Vice-Chair will serve in the absence of the Chair with all the same authority/rights of the Chair. Should the Chair resign or otherwise become unable to fulfill the duties of office during an elected term, the Vice-Chair shall assume the post.
- (c) Clerk to the Board. It shall be the duty of the Clerk to the Board, or designee, to record the minutes of each meeting. In accordance with G.S. § 143-318.10(e), the Board shall keep full and accurate minutes of all official meetings.

ARTICLE VI

MEETINGS

- (a) Meetings. Regular meetings shall be held by the Board on a date and time based on a calendar adopted annually by the Board and filed with the Town Clerk. This calendar shall be created by the Clerk to the Board or designee. This calendar shall be on the November agenda and voted on by a majority of the Board. In the event no business is pending and no agenda is developed, a meeting may be canceled. In accordance with NC GS 143-318.10, these are official meetings and are open to the public.
- (b) Business of the Board. Business of the Board shall take place in the course of an official meeting. An official meeting shall only take place in the presence of a quorum at regular scheduled or properly called special meetings.
- (c) Special Meetings. Special meetings may be called by the Board Chair or upon written request from a majority of the Board.
- (d) Quorum. A quorum shall consist of a simple majority of the total membership of the Board. A quorum of the Board shall be in attendance before action of an official nature can be taken.
- (e) Order of Business. The order of business, unless otherwise noted by the Board Chair, or designee, shall include:
1. Call To Order
 2. Approval of Minutes
 3. Old Business
 4. New Business
 5. Adjournment

ARTICLE VII

ATTENDANCE

- (a) Absences. All Board Members are expected to attend regular and special called meetings. An appointed Board Member who misses more than (3) unexcused consecutive regular meetings, or a total of four (4) such meetings during the year, loses his status as a member of the Board. Absences due to sickness, death, or other emergencies of like nature shall be regarded as approved absences and shall not affect the member's status on the Board, except that in the event of a long illness or other such prolonged absence, the member may be replaced. After a Board Member misses more than four unexcused meetings, the Clerk's Office will send a letter of termination to the Board Member and will notify the Town Council Liaison, Clerk to the Board and Board Chair.

(b) Attendance Record. The Clerk to Board, or designee, shall maintain the attendance record, including attendance at regular meetings, work sessions, and special called meetings.

ARTICLE VIII

COMMITTEES

(a) Establishment of Special Committees. Committees will be established by majority vote of the Board as needed to best conduct the business of the Board. The Board Chair will appoint committee members, and members of the committee may contain persons not serving on the Board. Each committee Chair shall be appointed by the Board Chair. Committees may be established as needed.

ARTICLE IX

REPORTS

(a) Board Chair Reports. The Board Chair will ensure an Advisory Board report is provided to the Town Council at least annually. This report will address activities, recommendations and/or issues of concern. In the event there is nothing to report to the Town Council, then the Board Chair will send an email or written memo to the Mayor with copies to the Town Manager and the members of the Board. This report shall be reported to the Town Council by April of each year.

Public Art Advisory Board By-Laws, Resolution #2023-96 passed 12/4/2023;
Resolution #2024-01 passed 1/2/2024; Resolution #2024-118 passed 12/16/2024