

BY-LAWS OF THE VISUAL ART LEAGUE

Article I. NAME, PRINCIPAL LOCATION, AND PURPOSE

1. Name: The name of the organization is VISUAL ART LEAGUE. It is a non-profit organization under federal tax law.
2. Principal location: The principal location is Lewisville, Denton County, Texas.
3. Purpose: The VISUAL ART LEAGUE is organized for the advancement of art education to include but not limited to art exhibits, discussion groups, demonstrations, workshops, forums, panels, lectures, and classes; and for expansion of awareness and appreciation of visual art.

Article II. FISCAL YEAR

1. The fiscal year is October 1 to September 30.
2. The fiscal year may be changed by the Board subject to the provisions of applicable federal and state laws.

Article III. MEETINGS

1. Regular membership meetings shall be held monthly and additional special membership meetings may be called at such date, time, and place as determined by the Board. Notice of membership meetings shall appear at least one week in advance being disseminated by means listed in Article XIV.
2. Board of Directors and Officers meetings shall be held at least quarterly but monthly meetings are recommended. The President may call special meetings at his or her discretion. Notice of these meeting may be disseminated by any means listed in Article XIV. Notice should be given to the Board if a Board member cannot attend a Board meeting. --

Article IV. MEMBERSHIP

1. Any person who is interested in art shall be eligible for membership and at various levels available.
2. Individual Membership - A member in good standing shall be a person whose dues have been paid and has fulfilled all obligations to the organization.
3. Educator membership – Persons who are employed in an educational institution are eligible for Educator Membership.
4. Student Membership – Persons who are attending an educational institution as a student, including K-12 and higher educational institutions and can provide confirmation of enrollment, are eligible for Student Membership.

5. Family Membership - Family memberships will be available to include spouses, domestic partners, and unmarried children living in the same household as the member. Family members shall have all the privileges of regular members.
6. Honorary Membership – Persons who have made significant contributions to the organization may be elected by the general membership as Honorary Members.
7. Patron of the Arts - Patron level of membership is a minimum of \$75.
8. Classifications – Classifications of membership types shall be determined by the Board and approved by the general membership at a business meeting.
9. Voting Rights – All members in any classification who are at least 16 years of age and in good standing shall have the right to vote on all issues at all membership meetings.

Article V. DUES

1. The amount of dues and the period of membership shall be set by the Board with the approval of a vote by the membership. The Board shall have the authority to waive dues for any member performing paid or unpaid services to the organization including serving as an officer or a Board Director.
2. Membership shall lapse for non-payment of dues and the former member shall have no rights or privileges in the organization.

Article VI. BOARD OF DIRECTORS AND OFFICERS

1. Officers. The Officers of the Organization shall consist of the following: President, First Vice President, Second Vice President, Secretary, and Treasurer. All officers must be members of the organization and shall be voting members of the Board.
2. Non-officer Board Directors - The number of Non-officer Board Directors shall be 2 to 9 as decided by the Board. They must be members of the organization and shall be voting members of the Board.
3. Election and Term of Office. The officers shall be elected by a majority vote of the membership and serve for a term of one year. The non-officer Directors shall be selected by a majority vote of the five officers and shall serve for one year.
4. Successive Terms: No officer shall be reelected to the same office for more than 2 successive terms with the exception of the treasurer.
5. Resignation. Any Director or Officer may resign at any time by giving written notice to the Board.
6. Removal. Any Director or Officer may be removed from such position, with or without cause, by a vote of the voting members at any regular meeting or special meeting of the members called expressly for that purpose.

7. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board for the unexpired term.
8. Quorum. A quorum for the transaction of business shall consist of any number in excess of half of the total Board membership. No motion can be approved at any meeting with less than a majority vote of the total Board membership.
9. Written Consent In Lieu of a Meeting. The Board may take action without a meeting if written consent to the action is signed by a majority of the members of the Board.
10. Telephone Meeting. Any one or more directors or officers may participate in a meeting of the Board by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.
11. Voting. The Board may designate electronic voting, such as email. When used, all members of the Board must “reply their vote to all” members of the Board. Additionally, Board members may sign into a group chat. A hard copy of the votes, or a recording of the votes initialed by the voting members of the Board, must be maintained by the Secretary.
12. Powers. There shall be a Board of Directors and Officers, (referred to cumulatively as the “Board” in this document) which shall supervise and control the business, property, and affairs of the Organization, except as otherwise expressly provided by law, the Articles of Organization, or these Bylaws.
13. Budget. An annual budget will be prepared by Board members and/or by members of an appointed committee. After approval by a majority of the Board the budget will be presented to the membership. The budget shall be open to review by any member upon request.
14. Accounting. The Board is responsible to review each Treasurer’s report and shall select an auditor and appoint an audit committee to perform an audit at least every 3 years using an independent source approved by the Board. While it is not required that the independent auditor be a licensed certified public accountant, the auditor should have experience in and knowledge of public accounting. No Officer may be a member of the audit committee.
15. Approval of Expenditures. The Board is authorized to approve expenditures that are included in the approved budget. Additionally, single expenditures not included in the approved budget may be approved by the Board up to and including \$1000 when those expenditures are consistent with the organization’s goals.
16. Appointments. The Board shall appoint chairpersons of the standing committees. Co-Chairpersons may be appointed to some committees.
17. Ad Hoc Committees. The Board may establish ad hoc committees to conduct the business of the organization. The Board shall appoint chairpersons of the ad hoc committees.

Article VII. DUTIES OF THE OFFICERS AND NON-OFFICER DIRECTORS

1. President – Shall serve as chairperson of the Board, preside at the business meetings, and represent the organization to the community. The president must have been an active member for at least one year prior to being nominated for President.
2. First Vice President - Shall preside at the meetings in the absence of the President and shall perform any special services designated by the Board
3. Second Vice President - Shall preside at the meetings in the absence of the President and First Vice President and shall perform any special services designated by the Board.
4. Secretary – Shall be custodian of organization’s non-financial records, including the Articles of Organization, tax-exempt status records, minutes of the Board meetings and membership meetings, and perform other such duties as designated by the Board.
5. Treasurer - Shall keep accurate records of all the organization’s income, expenditures, and assets; pay all bills as approved by the Board; submit an itemized report at each board meeting; provide an annual report at a general meeting; and sign all checks as designated in Article XI. Assist with budget preparation and grant requests. Provide records for audit as described in Article VI. 3. Perform other such duties as designated by the Board.
6. Non-officer Directors - Non-officer Directors shall perform duties as designated by the Board.

Article VIII. COMMITTEES

1. Establishment of Committees. Standing committees are established to deal with VAL’s ongoing, major activities, while any ad hoc committees established are for short-term issues. The Board may create or dissolve additional committees as needed. The Board shall establish duties of the committees. Chairpersons and Co-Chairpersons of the committees shall be appointed by the Board and may be members or non-members of the organization. Members of the Board may also serve on any of the committees.
2. Chairpersons. Chairpersons of each committee will appoint members of the Committee. The Board may assist in appointing members. Standing committee chairs shall serve for one-year terms and may be re-elected indefinitely.
3. Committee Members. A majority of the members of standing and ad hoc committees must be members of the organization, but outside representatives may also serve on them.
4. Term. Each member of a committee shall serve for one year at which time they may be reappointed or a successor will be named to take their place.
5. Vacancies. The Chair may appoint vacancies in the membership of committees.
6. Reports. A report of committee activities shall be made to the Board as requested.

Article IX. DUTIES OF COMMITTEES

Standing Committees and Their Duties:

1. Gallery Exhibit. Duties of the GALLERY EXHIBIT COMMITTEE are to coordinate all aspects of gallery exhibits including setting schedules and location, title for the exhibit, fees, awards, show rules and preparing a prospectus when applicable; coordinate with receptions and publicity committees in a timely manner; provide coordinators for intake, hanging, and strike; coordinate all aspects of rotating exhibits within other areas the Art Center.
2. Off-Site Exhibits. The duties of the OFF-SITE EXHIBITS COMMITTEE are to coordinate all aspects of off-site exhibits; arrange for a rotating list of exhibiting artists; work with local businesses and organizations to provide locations and discuss exhibit areas; and provide leaders for each.
3. Programs. Duties of the PROGRAMS COMMITTEE are to make arrangements for monthly programs to be presented at the general membership meetings, to provide necessary information to guest artists, meet the guest artist to help set up for the program, provide information to publicity and newsletter committees, introduce the guest artist, arrange for payment as applicable, and provide a thank you note.
4. Receptions. Duties of the RECEPTIONS COMMITTEE are to provide for supplies, entertainment when applicable, set-up, and takedown of receptions at the art exhibits and at the general meeting.
5. Membership. Duties of the MEMBERSHIP COMMITTEE are to provide current membership listing, produce roster, notify members when membership is expired, coordinate with committees for events requiring membership eligibility, deposit checks, provide membership cards and name tags, and keep a record of guests at meetings.
6. Education. Duties of the EDUCATION COMMITTEE are to arrange for instructors to hold workshops and classes, set fees, schedule space and set up; additionally, to follow up with instructors regarding needs and participation.
7. Monthly Mini Competition. Duties of the MONTHLY MINI COMPETITION COMMITTEE are to facilitate all aspects of the ASEL Awards each month at the general meeting and any other named member's small competition.
8. Newsletter. Duties of the NEWSLETTER COMMITTEE are to work with other committees and the Board to gather and provide current newsworthy information in a monthly newsletter; design, publish, and distribute the newsletter; assign photography coverage of events; and send out intermittent news blasts by email.
9. Publicity. The duties of the PUBLICITY COMMITTEE are to work with other committees and the Board to gather and arrange for publicity of VAL events; provide newsworthy information about VAL to newspapers and Internet sites; and arrange for any other publicity

the Board deems necessary.

10. Website. The Duties of the WEBSITE COMMITTEE are to coordinate site design, provide current and pertinent information about VAL for the inclusion in the web site and work with the Webmaster on the VAL Website.
11. Furniture & Supplies. Duties of the FURNITURE AND SUPPLIES COMMITTEE are to maintain furniture as needed such as exhibit pedestals; provide organization of office, reception, and painting supplies and maintain as needed and assist with coordinators to set up tables and supplies at VAL events.
12. Community Outreach. The duties of the COMMUNITY OUTREACH COMMITTEE are to represent VAL at various community organizations, businesses, and school districts and to encourage involvement by those organizations; to provide VAL information to those organizations; collaborate with other arts groups on special projects and events; and provide pertinent information from other organizations and arts groups to VAL general membership.
13. Nominating. The duties of the NOMINATING COMMITTEE are to seek and obtain consent of the best qualified persons to serve as Officers and Directors. A Nominating Committee will be formed annually to present a list of persons nominated for election as Officers and Directors at the August General Members meeting. Officers and Directors will be elected at the September General Members meeting and take office on October 1st. Nominations may also be made from the floor.
14. The Board may appoint other Committees as they are needed.

Article X. QUORUM

The quorum for conducting business at a general meeting shall be 10 or more members in good standing and in attendance. Voting will be based on a simple majority of members present and voting. Members may cast only one vote and may not serve as proxies for other members.

Article XI. CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

1. Contracts. The Board may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization. Such authority may be general or confined to specific instances.
2. Checks and Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Organization shall be signed by the Treasurer and/or such officers or Board members as designated and in such manner as shall be determined by motion of the Board. In the absence of such determination by the Board, the Treasurer shall sign such instruments.
3. Deposits. All funds of the Organization shall be deployed from time to time to the credit of the Organization in such banks, trust companies, or other depositories as the Board may select.

4. Gifts. The Board may accept on behalf of the Organization any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Organization. A reply stating the gift is tax-exempt status and a word of thanks must be provided as needed.

Article XII. BOOKS AND RECORDS

The Organization shall keep correct and complete books and records of account of the financial activities and transactions of the Organization to include a minute book, a copy of the tax-exempt status, copies of the organization's IRS information return (e.g. Form 990), a copy of the Articles of Organization, the bylaws, and Amendments to the bylaws. All books and records of the organization are open to public inspection at any reasonable time.

Article XIII. COMPLIANCE WITH FUNDING RESTRICTIONS

The organization shall comply with all restrictions imposed by any governmental source of funding accepted by the organization.

Article XIV. MISCELLANEOUS

Whenever notice is required to be given to a director, officer, or committee member, or general membership, such notices may be given by telephone, electronic mail, first-class mail, facsimile or hand delivery.

Article XV. INDEMNIFICATION

The Visual Art League may indemnify by resolution of the Board any officer, director or member, past or present, against any or all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being an officer, director or member of the Visual Art League.

Article XVI. CONFIRMATION AND AMENDMENTS OF THE BY-LAWS

These By-laws and any subsequent amendments to them shall be proposed by a majority vote of the Board and must be confirmed by a majority vote of the general membership. Any qualified member may propose in writing an amendment to these By-laws to the Board for its consideration and vote.

Article XVII. DISSOLUTION

Upon dissolution of the organization, the Board shall, after paying or making provisions for the payment of all the liabilities of the organization, dispose of all the assets for the purpose of the organization, or transfer the assets to such organization(s) established under Section 501 (c)(3) of the Internal Revenue Code of 1986 and operated exclusively for similar purposes as the Visual Art League. Any grant monies received for projects unfulfilled must be returned to the grant source.

Approved by the Board on May 6 and ratified by the membership on May 13, 2014
CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on _____ and ratified by the General Membership at the _____ meeting.

Secretary

Date