

Seguin Art League ByLaws Revised March 10, 2018

THE BYLAWS

Article I: Identification, Purpose and Mission of the Organization

The name of the organization shall be:

The Seguin Art League and its abbreviation shall be (SAL)

The Statement of Purpose of the organization shall be:

- Connecting the arts and Our Community

- Seguin Art League's mission is to bring local/regional artists together for mutual inspiration and to advance excellence in the arts.
- Our dedicated members:
 - Promote interest in and understanding of the arts with classes, exhibits, and special events.
 - Foster educational opportunities for all, regardless of age, through instruction and hands-on experience.
 - Ensure appropriate facilities are provided for artistic activities.
 - Provide financial opportunities for its members.

Article II: Fiscal Year

The fiscal year of the organization shall be January 1 through December 31 of each year.

Article III: Membership

- Shall be open to anyone interested in the arts and the promotion of the arts.
- Membership dues shall be paid in December of the preceding year. Upon paying the membership fees, the member shall be entitled to all rights and privileges thereof:
 - **Privileges:**
Each member shall be entitled to all services of the organization.
 - **Participation:**
Each member shall be entitled to participate in all organizational events.
 - **Responsibilities:**
 - Members shall endeavor to attend all meetings of the Art League and carefully weigh all issues to enable decisions with the good of the organization as the paramount concern.
 - Members shall invite and bring potential members to stimulate interest in the Art League.
 - Each member shall promote the Art League in projecting a positive image and in acting as an ambassador of the organization.

- **Types of Membership:** There shall be three (3) types:
 - **Active Member**
Active member with Family Membership:
Shall be considered an active membership when annual dues are current.

- ▶ **Honorary Membership:**
Shall be conferred for one year to recognize outstanding service for the Art League. They shall not vote or hold office and must be approved by the Executive Board.

- ▶ **Lifetime Honorary Membership:**
Shall be conferred on members of the organization who have done outstanding service for the Art League. They shall have the right to vote, be considered active members of the organization and entitled to all rights and privileges thereof.

Article IV: Officers and Elections

- Only active members shall have the right to vote and hold office in the organization. Family membership shall be entitled to one vote per family. Election shall be by voice vote where there is only one nominee for an office. If there is more than one nominee, the election shall be carried out by ballot.
- When required, elections shall be held at the October General Membership meeting.
- The elections for President, Secretary, and Parliamentarian shall be held on even numbered years and the ones for Vice-President and Treasurer shall be held on odd numbered years.

- **Elected Officers**
The Seguin Art League shall have the following elected officers from the current membership:
 - ▶ President
 - ▶ Vice-President
 - ▶ Secretary
 - ▶ Treasurer
 - ▶ Parliamentarian

- ▶ The President's term of office shall be two (2) years. The President may be reelected for one additional term.
- ▶ After a member has served as President of the organization, they may not be elected to an office for a two (2) years' period.
- ▶ The Vice-President, the Secretary, the Treasurer and the Parliamentarian shall serve a two (2) year term. They may be reelected for one additional term.
- ▶ The term of office shall commence on January 1 and continue through December 31 of their respective term. Unexpired terms of offices shall be filled by appointment by the President with the majority approval of the Executive Board.

Responsibilities of the Elected Officers

President:

- ▶ Shall serve as the Chairman of the Executive Board.
- ▶ Shall be the General Manager of the organization, subject to the direction and control of the Executive Board.
- ▶ Shall designate one or more committees to serve at the pleasure of the Executive Board.
- ▶ Shall designate a group of experts to advise the president on critical matters.
- ▶ Shall be responsible to designate ad hoc committees to fulfill a specific task. These committees shall be approved by the Executive Board.

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- ▶ Shall be responsible for nominating all standing committee chairs for approval by the Executive Board.
- ▶ Shall preside over all meetings of the organization:
 - The Executive Board Meetings
 - The General Membership Meetings
 - The Special Meetings, and
 - The Annual Meeting
 - Shall be an ex-officio member of all committees.
 - Shall perform other duties as required of this office.

Vice-President:

- ▶ Shall be present at all meetings.
- ▶ Shall be familiar with all details of the organization.
- ▶ Shall coordinate the monthly reports of the chairs of each committee prior to each Executive Board Meeting.
- ▶ Shall be responsible for setting the agendas for all Executive Board Meetings, General Membership Meetings, the Annual Meeting, and any Special Meetings.
- ▶ Shall assist in conducting the business of the organization.
- ▶ Shall give the Treasurer's Report in the absence of the Treasurer.
- ▶ In the absence of the Treasurer, in tandem with the President, shall maintain sufficient funds for operating expenses in accordance with the procedures of the organization.
- ▶ In the absence of the President shall assume all duties of the President in all capacities as delineated above until the term of the President expires.
- ▶ In the absence of the Secretary, the Vice-President shall perform the duties of the Secretary.

Secretary:

- ▶ Shall attend all meetings.
- ▶ Shall take the minutes of all the meetings and keep an accurate written record of Executive Board, Membership, Annual, and Special Meetings.
 - The minutes shall state the time, the date, the location, the agenda carried out, the officers in attendance and those absent from the meeting.
 - Shall send copy of the minutes of the meeting to the members via email or by mail for those who do not have access to a computer.
 - Shall attend to all correspondence as directed by the President.
 - Shall perform all other duties pertaining to as required of this office.
 - Shall be responsible for updating the SAL Committee Organization Chart of Standing Committees and Sub-Committees and their managers when notified of changes by Standing Committee Chairmen and providing it to the Webmaster for timely posting on the Web Page.

Treasurer:

- ▶ As the Chief Financial Officer (CFO), shall maintain adequate and correct records of accounts of business transactions and properties of the organization.
- ▶ Shall present a current financial summary report at each Executive Board Meeting, at each General Membership Meeting, at the Annual Meeting, and Special Meetings as required.
- ▶ Shall transfer to the membership chairperson the information that dues have been received from a new or established member so that membership rolls may be kept updated.

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- ▶ Shall present a year-end financial report of the prior year in February of the following year.
- ▶ Shall receive and deposit monies in the name of the organization.
- ▶ Shall give the Treasurer's monthly report at the Executive Board and at the General Membership Meetings.
- ▶ Shall keep proper ledgers for audit or review purposes and provide all accounting records for annual and independent audits or reviews.

Parliamentarian:

- ▶ Shall advise the Presiding Officer and the Executive Board on points of parliamentary procedures.
- ▶ Shall work with the Business Committee Chair on revisions to the Bylaws and Standing Rules.
- ▶ Shall perform all other duties pertaining to as required of this office.

Resignation:

- ▶ If an officer is no longer able to serve, he should submit a letter of resignation. The President will appoint a replacement who will serve the remainder of the term with the Executive Board's approval. The individual so designated will be eligible for election for a first term in office in the next election cycle.

Removal from Office:

- ▶ Any officer can be removed from office by a 2/3 vote of the Executive Board for cause or for failure to perform their duties. The officer in question shall receive written notice of a pending recall election when at least four Executive Board Members believe it is necessary. The vote shall be by secret ballot, following an opportunity for the officer to present a defense.

Article V: Decision Making Structure

Executive Board

The Executive Board shall consist of all elected officers and the chair of each standing committee to include the:

- ▶ President, Chairman of the Board
- ▶ Vice-President
- ▶ Secretary
- ▶ Treasurer
- ▶ Parliamentarian
- ▶ Chair of the Governance Committee
- ▶ Chair of the Development Committee
- ▶ Chair of the Community Outreach Committee
- ▶ Chair of the Publicity Committee

Duties of the Executive Board

- ▶ Shall be the final authority in matters regarding any person, agency, or business contracted for, on behalf of the organization or any of its enterprises.
- ▶ The Executive Board shall be responsible for policy-making regarding the organization.

- ▶ Shall have the responsibility of engaging those consultants and/or advisors who provide a service.
- ▶ Shall maintain general control over all fees and charges associated with events and activities conducted in conjunction with the organization.
- ▶ Upon the advice of legal counsel, the Executive Board shall be the final authority when compensated services are terminated.
- ▶ Grant applications must be reviewed and approved by the Executive Board.

Standing Committees

Shall be a special unit established permanently in the structure of the organization to take part in its governance. They shall consist of a chair, a manager of a subcommittee, and sub committee members.

Role of the Standing Committee Chairs

- ▶ Shall be responsible for selecting the managers of the subcommittees.
- ▶ Shall develop for the organization new projects and strategies with the subcommittee managers until completion of the projects.
- ▶ Shall oversee, in the best interest of the organization, the specific subcommittee projects with its manager.
- ▶ Shall be responsible for providing timely progress reports to the Executive Board.
- ▶ Shall present a detailed budget for the committee at the end of the fiscal year to the Executive Board.
- ▶ Shall have the same voting rights on the Executive Board as the elected officers.
- ▶ Shall be responsible for informing the Secretary and the Governance Committee Chair of any changes in the sub-committee structure or managers of sub-committees within their Standing Committees.

Standing Committees that shall serve the Organization

- ▶ Governance Committee
- ▶ Development Committee
- ▶ Community Outreach Committee
- ▶ Publicity Committee

Governance Committee

- ▶ Shall be responsible for recommending amendments to bylaws and standing rules.
- ▶ For the nomination of officers, shall develop from the active membership a slate of candidates for those officers whose terms are ending. Shall present the slate of nominees to the Executive Board for approval.
- ▶ The Nominating Committee shall consist of members of the organization appointed by the President and approved by the Executive Board.

Responsibilities of the Governance Committee Chair

- ▶ Shall be responsible for keeping the organization's bylaws, procedures, and guidelines up to date, and
- ▶ Shall oversee the nomination of officers.
- ▶ Shall be responsible for a Quarterly review for accuracy of the Standing Committee Organization Chart available on the Web Page.

Development Committee

Shall be responsible for capital campaigns and membership.

Responsibilities of the Development Committee Chair

- Shall be responsible for overseeing the organization's funding resources initiatives, membership and renovation.

Community Outreach Committee

Shall be responsible to inform the community at large through the Publicity Committee of the activities of the organization and educate both the members and the community through exhibitions, public projects and demonstrations.

Responsibilities of the Community Outreach Committee Chair

- Shall be responsible for determining the organization's activities in the community.
- Shall arrange programs and demonstrations at the General Membership Meeting when called upon to do so.

Publicity Committee

Shall be responsible for all activities related to marketing the organization.

Responsibilities of the Publicity Committee Chair

- Shall maintain consistency of image in all ads, marketing materials and events calendar to assist in timing promotions and publicity of events.
- Shall maintain a roster of individuals and businesses who support the arts

Resignation or Removal from Office:

Standing Committee Chairs should submit a letter of resignation if this becomes necessary. Since the president appoints these positions, they can be replaced or removed at anytime with the agreement of the Executive Board.

Ad Hoc Committee:

Shall be a special committee of four members established temporarily in the structure of the organization to look into a task and help find a solution together with the Executive Board. Once the deliberation is heard, the task fulfilled, and the membership is informed, the committee is automatically dissolved.

Advisory Board

Shall be a group of experts, known for their integrity and experience, invited by the President to give technical, strategic, financial, and planning advice to advance the organization. They shall be approved by the Executive Board.

Article VI: Meetings

Executive Board Meetings:

Shall be held at least ten (10) times per year.

Membership Meetings:

Shall be held at least ten (10) times per year.

Special Meetings:

Shall be called by the President, the Vice-President, or upon request of any three (3) Executive Board Members in the absence of the President.

Annual Meeting:

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Shall be held in the beginning of the year with both the Executive Board and the General Membership of the organization. The purpose of the meeting shall be to present the state of the Organization and it shall be called by the President.

Quorum:

Shall be reached when five members of the Executive Board are present consisting of a minimum of three (3) elected members. For any decision-making meeting, a quorum shall be needed to pass a motion.

If a quorum agrees in writing (including electronic communication) to any action, such action shall be valid as though it had been authorized at a duly assembled meeting of the Executive Board Members.

Article VII: Parliamentary Authority

Robert's Rules of Order Newly Revised shall govern all meetings of the Organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that the Organization may adopt.

Article VIII: Amending Bylaws

These bylaws may be amended at any general Membership Meeting by a two-thirds (2/3) vote of the members present. However, prior to the meeting, the amendments must be submitted in writing and must be read at the Membership Meeting. Also, one written notice of the changes must be sent to each member. All bylaw changes must be consistent with the Articles of Incorporation.

Article IX: Dissolution of the Organization

In the event of the dissolution of this organization, all liabilities and obligations of this organization must be paid, satisfied and discharged. Any remaining assets are to be transferred to this state, the United States, or an educational, religious, charitable, or other similar organization that is qualified as a charitable organization under Section 501c3, Internal Revenue Code of 1986, as amended and approved by the executive board and membership.

Article X: Severability

Invalidation of any of these bylaws or their provisions by a judgment of a court order shall in no way affect any other of these bylaws or their provisions, which shall remain in full force and effect.

Article XI: Effective Date of Adoption

The bylaws as referenced in the 2015 membership annual handbook are hereby fully replaced by these bylaws which are adopted as amended and approved by membership and the full Executive Board as of March 5, 2016, are to be effective from said date.