

## **Trail's End Art Association Bylaws – 2017**

### **Article I. Organization Name and Purpose**

This corporation, known as Trail's End Art Association (TEAA), is organized for educational, charitable, and scientific purposes allowable under Section 501(c)(3) of the Internal Revenue Service Code. Specifically, its purposes are to provide educational opportunities in the fine arts, to foster creation of original fine art in all media, and to enhance enjoyment of art by the community.

### **Article II. Non-Profit Status Prohibitions**

No part of the net earnings of TEAA shall be used to the benefit of, or be distributed to its members, trustees, directors, officers, or other private persons except that the TEAA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of TEAA's activities shall be involved in propaganda or otherwise attempting to influence legislation. Further, TEAA shall not participate, or intervene in the publishing or distributing of statements in any political campaign for any candidate for public office.

Notwithstanding any other provision of these articles, TEAA shall not carry on any other activities not permitted by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code).

### **Article III. Dissolution**

Upon dissolution of TEAA, assets shall be distributed for one or more exempt purposes with the meaning of Section 501(c) (3) of the Internal Revenue Code, i.e., charitable, educational, religious, or scientific or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal Government, or to a state or local government for a public purpose.

However, if named is no longer a qualified recipient, or unwilling or unable to accept the distribution, the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code.

### **Article IV. Fiscal Year**

The fiscal year for TEAA shall be January 1 through December 31.

### **Article V. Anti-Discrimination**

TEAA prohibits discrimination in all its programs and activities on the basis of race, color, national origin, gender, religion, age, disability, political beliefs, sexual orientation, and marital or family status.

### **Article VI. Anti-Harassment**

TEAA prohibits verbal or physical conduct, requests, or advances of a sexual nature when this conduct, explicitly or implicitly affects an individual's membership, unreasonably interferes with a member's creative activities, or creates an intimidating, hostile, or offensive environment.

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### **Article VII. Officers and Board**

The Board shall consist of the elected officers: President, Vice President Programs and Communications, Vice President Membership, Vice President Operations, Secretary, Treasurer, one (1) member-at-large; and the immediate Past President. The board may appoint an additional voting member crucial to the operation of TEAA and the Art Center. Each of the elected members and the appointed member has a vote except the President who may vote only to break a tie. The immediate Past President is an ex-officio member and does not have a vote. If a vacancy occurs, the remaining Board members shall elect a substitute.

Officers shall be elected for a term of 1 year. Elections shall be held in November with balloting by mail. New officers shall be initiated in December and take office in January.

### **Article VIII. Duties of TEAA Board and Officers**

The Board of TEAA shall oversee the operation of the organization, set policy, and make recommendations for the good of the organization subject to approval of a majority of the members. Each officer may delegate responsibilities to designated chair persons for committee work related to his/her office.

#### **President**

- Presides over all board meetings, general meetings and special meetings
- Serves as ex-officio member on all committees
- Oversees all operational functions of TEAA
- Approves expenditures
- Approves federal and state tax reports
- Obtains adequate insurance coverage
- Develops an annual budget with the treasurer

#### **VP Programs and Communications**

- Directs Advertising/Marketing
  - Member communications
  - Public relations
- Oversees Classes
- Oversees Special Events, e.g., Judged Show

#### **VP Operations**

- Serves in the absence of the President
- Oversees
  - Gallery Management
    - Hanging Group
    - Volunteer Gallery sitters
  - Building Maintenance
  - Landscaping
  - Supplies
- Handles rental inquiries, applications and scheduling

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### **VP Membership**

- Maintains membership records and up-to-date mailing list
- Sends membership renewal reminders to members
- Maintains and distributes New Member Packets to all new members
- Updates Computer Files and Software
- Oversees training for all new and old members

### **Treasurer**

- Manages all financial activities of TEAA
  - Receives, deposits and disburses monies as appropriate
  - Signatures of the Treasurer and the President, or other authorized board member, are required on all checks
  - Maintains a building fund with a minimum balance of \$2,500 to be used exclusively for maintenance and repair of the TEAA building and its surrounds.
  - Provides monthly and quarterly financial statements to the Board, and general membership
- Files federal and state tax returns and insures safekeeping of all documents relating to the assets and liabilities of TEAA including:
  - Treasurer's reports
  - Tax records
  - 501(c)(3) records
  - Title to TEAA building and land
  - Bonds
  - Maps
  - Mortgages
  - Checkbooks

### **Secretary**

- Records and distributes minutes of all board, general and special meetings
- Maintains
  - Artist's Profile binder
  - All TEAA forms (including brochures)
  - All files of TEAA business
- Manages e-mail account and telephone messages
- Collects and distributes mail

### **Member-at-Large**

- Provides liaison between the general membership and the Board
- Secures programs for quarterly meetings
- Organizes receptions and potlucks
- Oversees hospitality

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### **Article IX. Nominations and Election of Officers**

A Nominations Committee will be organized in September and/or October to recruit qualified members for becoming officers in the coming year. Members may inform the Nominations Committee of their intent to run for office. The Nominations Committee shall prepare and mail a ballot to members by mid- October, requesting that ballots be returned on or before the first Friday in November.

### **Article X. Membership and Liability**

Membership requires the timely payment of dues. The amount of the dues shall be set by the Board and approved by a majority of the members. Memberships may be Individual, Family, Associate (18-25 years old), or Student (high school age). Members are required to sign a waiver of liability prior to exhibiting artwork in TEAA-sponsored art exhibits. Membership in "good standing" implies fully paid dues, a commitment to the purposes of TEAA and adherence to the Bylaws of TEAA.

#### **Members may NOT**

- Solicit funds on behalf of TEAA without prior approval of the TEAA Board
- Withhold TEAA funds from the Treasurer without prior approval of the Board
- Spend TEAA funds without prior approval from the President and the Treasurer
- Represent TEAA in any other organization without prior approval from the Board
- Engage in conduct that would threaten the general welfare of TEAA

In the event of documented egregious conduct against TEAA or its members, the Board may suspend or revoke membership.

### **Article XI. Meetings and Quorums**

#### **General membership Meeting**

- General membership meetings shall be held no more than monthly, nor less than quarterly
- General meetings are conducted according to "Robert's Rules of Order, 10<sup>th</sup> Edition" or most recent edition
- Passing a motion requires a simple majority of the members present
- The General meeting shall include, but not be limited to
  1. Call to order
  2. Approval of minutes
  3. Reports from executive officers, treasurer, committees, etc.
  4. Unfinished business
  5. New business
  6. Adjournment

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### **Special Meetings**

- A special meeting may be convened at any time to consider one or more items, including urgent problems that may arise
- With the exception of a motion of procedure, no other business may be conducted in the meeting
- Each member must be notified in advance regarding the purpose, agenda, date, time, and location of the meeting
- When an emergency arises that requires immediate action that would normally require general membership approval, any action taken must be ratified by the general membership attending the next regular meeting

### **Board Quorum**

- A board quorum must include at least one presiding officer and the secretary or record keeper
- A quorum of voting members of the board consists of one more than 50% of the total board membership

### **General Meeting Quorum**

A quorum of general membership is not necessary except when there are:

1. Changes in association bylaws.
2. Serious matters which concern or threaten the general welfare of TEAA as determined by the Board.

In those instances, a quorum vote of general membership may include attendees and proxy voters as noted below.

1. A member may choose to give his/her proxy to another member or to the Board of Directors.
2. Proxy votes may be used for all votes on business matters except election of officers as outlined elsewhere.

### **Article XII. Committees**

Officers may, at their discretion, form committees of one or more members to execute the functions for which they are responsible.

A committee is generally understood to have less authority to act independently than the Board and may be empowered to act for the entire assembly only on specific, written instructions from the Board.

Budgets to execute assigned functions must be approved by the Board.

Committee chairpersons and/or committee members serve until their function is completed, or one year, whichever is shorter.

Status reports of committee activities are to be provided to the Board.

The President is considered an ex-officio member of all committees and may attend or participate in all committee meetings.

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### **Article XIII. Amendments and Changes**

These bylaws may be amended or repealed or new bylaws adopted by a two-thirds (2/3) vote of the members present at the annual meeting or a special meeting called for this purpose, provided that notice of the proposed changes shall have been given to members no less than seven (7) days prior to the proposed meetings. Corrections and additions to the bylaws will be voted on at general membership meetings.

These revised Bylaws were presented and adopted on September 9, 2016.