

# CONSTITUTION AND BYLAWS OF IRVING ART ASSOCIATION

Revised November 2012

## ARTICLE ONE: Name

The name of this organization shall be IRVING ART ASSOCIATION.

## ARTICLE TWO: Purpose

The Purposes of this organization are:

1. To encourage the recognition of Irving as a center of artistic endeavor in the media of the visual arts.
2. To educate artists and the public in the visual arts by programming lectures, demonstrations, exhibitions, workshops classes, and critiques.
3. To promote development of young artists through awards, scholarships and classes.
4. To operate exclusively for educational purposes by engaging directly in support of such purposes or by making distributions to other organizations for use by the distributes, in support of such purposes, all within the meaning of section 501(c)(3) of the Internal Revenue code of 1986, as amended, or corresponding, provisions of any later Federal tax laws.

## ARTICLE THREE: Membership

### Section 1. Membership shall consist of five types:

- A. Active Membership requires that the member be interested in the purposes stated in Article Two. Only active members shall be eligible to hold office in the Association.
- B. Associate Membership has all privileges except entry in the Irving Art Association Annual Awards Show, voting and holding office. (No dues paid, such as art teachers)
- C. Patron Membership shall be extended to those individuals making a contribution of \$100.00 or more.
- D. ~~Organization Group Membership (outside art related groups).~~
- E. Lifetime Memberships are awarded by two-thirds vote of the membership for those members serving over 25 years as an active participant dedicated to the mission of the Association. The Board of Directors will recommend this member to be voted on by the membership.

### Section 2. Dues:

- A. Annual dues (for Active Membership) shall be an amount recommended by the Board of Directors and approved by a majority vote of members.
- B. Dues are payable in April and delinquent June 1.
- C. ~~New members' dues for those joining after March 1<sup>st</sup> of the fiscal year ending May 31 shall be prorated until the end of the fiscal year.~~
- D. ~~Organization Group Membership Dues shall be decided by the Executive Board.~~

## ARTICLE FOUR: Administration

The general planning and oversight of the Association shall be executed by the Board.

### Section 1. The Board of Directors

- A. The Board of Directors shall handle the regular business of the organization.
- B. The Board of Directors shall consist of the elected officers, the appointed committee heads and one Member at Large. (Past President as advisory consultant as needed.)
- C. Regular meetings of the Board of Directors shall be held monthly, except December, and at any other time specified by the President.
- D. A quorum for conducting the business of the Board of Directors shall be not less than one-third of the Executive Board members.

## **Section 2. Advisors**

- A. Advisors shall be composed of past Board and Committee Heads for their expertise and advisement for new Board members and committee heads.
- B. The Advisors (outgoing Board and Committee Heads) shall meet with New Board members and Committee Heads for training and transition as needed at the June, July and August board meetings. Advisors will be available when needed.
- C. To facilitate the administration of IAA, Board members may at any time use electronic mail to discuss matters of the Association and to notify the membership of Association activities.

## **ARTICLE FIVE: Elected Positions - The Executive Board of Directors**

### **Section 1. There shall be the following elected officers.**

- A. President who shall have served at least one year on the board.
- B. Vice President -- ~~Scheduling Coordinator for the gallery, demonstrations and workshops.~~ shall preside at all meetings in the absence of the President and advise the presiding officers on questions of parliamentary law and matters pertaining to the policies or procedures of the Association.
- C. Treasurer shall maintain financial records, tax reporting, financial reports and maintain the membership database.
- D. Recording Secretary - shall keep minutes of meetings & present minutes at next meeting for approval and keep all Association records updated.
- E. Membership Chairman shall be responsible for promotion of membership and the publication of annual directory/yearbook and membership name tags.
- F. Exhibit Chairman for annual juried and non-juried membership shows, open juried shows and related events.

**Section 2. Vacancies** occurring in offices after April elections shall be appointed by the Executive Board

**Section 3. The Nominating Committee** is responsible for filling openings on the Executive Board and Committee Heads for the next term.

## **ARTICLE SIX: Elections**

### **Section 1. Nominations**

- A. A nominating committee of three shall be elected by the body at the March membership meeting.
- B. A slate of nominees shall be reported by the Nominating Committee at the April meeting.
- C. All nominees must consent to serve before election.

**Section 2. Election:** The annual election of officers shall take place at the April meeting. The majority of votes cast shall constitute an election of officers.

**Section 3. Term of office:** The term of office for all officers shall begin in June 1

**Section 4. Transition of Administration:** There shall be a meeting of the outgoing and incoming directors and committee heads, June, July and August for training and transferring the gavel, files and guidelines to the new board, committee heads and President.

## **ARTICLE SEVEN: Duties of Officers**

**Section 1. President:** shall preside at all meetings of the Association and shall act as chairman of the Executive Board. The President shall be authorized to appoint any committees necessary to the efficient operation of the Association, and shall be ex officio member of all committees except the nominating committee.

**Section 2. Vice President:** shall preside at all meetings in the absence of the President and ~~shall be responsible for scheduling the gallery and workshop calendars~~ advise the presiding officers on questions of parliamentary law and matters pertaining to the policies or procedures of the Association.

**Section 3. Treasurer:** shall be responsible for all monies received and disbursed by the Association, and all financial reports and audits. All checks issued shall be signed by the Treasurer. ~~and consigned by the President or a member of the board whose signature is on file at the bank. Maintain membership database.~~

**Section 4. Recording Secretary:** shall keep the minutes of the meetings of the Association and present the minutes for the approval at the next meeting, and keep all records of the Association.

**Section 5. Membership Chairman:** shall be responsible for the promotion of membership, publication and distribution of annual directory or yearbook and member name tags.

**Section 6. Exhibit Chairman:** shall coordinate all special membership projects sponsored by the association including juried and non-juried shows.

**Section 7. Board:** shall act as the Associations liaison with other Irving Arts groups, the Irving Arts Board and Irving Arts Center. The Board shall coordinate fund raising activities for the association from inception to closing of all grants or gifts received by the Association.

#### **ARTICLE EIGHT: Committees and Duties**

**Section 1. The Nominating Committee** shall present a slate of nominees at the April meeting.

**Section 2. The Scheduling Committee chairman** (Vice President) shall be responsible for scheduling all Association sponsored events at the Jaycee Park Center for the Arts, in coordination with the city of Irving.

**Section 3. The Standing Committees** shall include the following, plus any other committee created in the future and not set out by the Constitution and Bylaws:

- D. **Demonstration Chairman** shall be responsible for scheduling educational presentations for the monthly general meeting.
- E. **Historian** shall keep the archives of the Association.
- F. **Hospitality Chairman** - shall schedule Hostesses for membership meetings and all other events at the Jaycee Center for the Arts at Jaycee Park sponsored by the Association.
- G. **Librarian** - shall maintain Association library, art supplies inventory as well as sales of old books, VHS tapes, purchase of newer materials and DVD's.
- H. **Member-At-Large** shall assist board members where needed, shall be responsible for the "Artist of the Month" competition, and registration setup at monthly meetings.
- I. **Membership Shows Chairman** shall be responsible for coordinating all juried and non-juried member and open shows, prospectus, advertising and other associated events. May appoint sub-committees as necessary and will work with the Exhibit Chairman.
- J. **Newsletter Editor** shall be responsible for the publication and distribution of the Newsletter and promotion of membership.
- K. **Past Board and Committee Heads:** shall advise the presiding officers on questions of parliamentary law and matters pertaining to the policies or procedures of the Association.
- L. **Property Chairman:** shall maintain an inventory of the physical property belonging to the Association and be responsible for setting up and clearing the room for membership meetings.
- M. **Publicity Chairman:** shall arrange for publicity in local news publications of the activities and events sponsored by the Association.
- N. **Scholarship Chairman** shall provide information about IAA scholarship program to the local schools for student participation. Chairman will select a committee of 3 to select scholarship recipients each year.
- O. **Texas & Neighbors Competition Chairman** will work with President in negotiation of partnership contract between IAA and IAC and be liaison between IAC and IAA President and shall be responsible for all matters pertaining to this event and shall appoint subcommittees as necessary.

- P. **Webmaster** shall maintain Association website and report statistics of use. Monitor and disburse e-scripts to appropriate chair heads, as well as on line payment setup for dues, show entry and workshops.
- Q. **Workshop Chairman** coordinates all IAA sponsored workshops which includes publicity distribution, registration of students coordinating workshops with instructors, setting up space per instructors needs, providing sign--in logs for each day of classes, end of class survey and payment of instructor. Chairman may monitor classes at the Board of Directors discretion.

#### **ARTICLE NINE: Meetings**

**Section 1.** Membership meetings shall be held ~~on the fourth Tuesday~~ of each month except June, July, August, and December.

**Section 2.** Special meetings may be called by the President or any three members of the Association.

**Section 3.** A quorum for all membership meetings of the Association shall consist of not less than one-fifth of the active members

#### **ARTICLE TEN: Exhibits**

**Section 1.** The Association shall hold juried and non-juried membership exhibits annually. Any Juror shall be a competent and qualified artist, **agreed upon by the board**, and not a member of IAA.

**Section 2.** The Association may charge entry fees for all membership shows to defray costs, such fees to be set by the Executive Board.

**Section 3.** The Show Chairman shall have the responsibility to reject any entry that does not conform to the exhibit rules.

#### **ARTICLE ELEVEN: Standing Rules**

Standing rules shall be those matters not explicitly set for in the Bylaws and shall not conflict with same.

#### **ARTICLE TWELVE: Amendments**

**Section 1.** The Bylaws may be amended at any meeting of the Association by two-thirds vote of members present, providing the proposed amendment has been presented in writing at the previous meeting or by special email.

**Section 2.** The standing rules of the Association may be amended at any regular or special meeting by majority vote of members present.

#### **ARTICLE THIRTEEN: Conduct of Meetings**

All meetings of members, boards and committees shall be conducted according to Robert's Rules of Order, Revised.

#### **ARTICLE FOURTEEN: Dissolution**

Upon dissolution of this non-profit corporation, the assets remaining after all debts and obligations have been paid or satisfied shall be given to a local college to be used for art scholarships, or as directed by a court, to another organization to be used for the same general purposes for which the Irving Art Association was created. Upon dissolution, assets of the Irving Art Association shall not be distributed to members of this organization.