

## **BYLAWS**

### **MACON COUNTY ART ASSOCIATION amended July 2010**

#### **Article I Name and Location**

Macon County Art Association is a non profit corporation in Franklin, Macon County, North Carolina, incorporated under the North Carolina Nonprofit Corporation Act Chapter 55A and compliant with Federal tax-code regulations as a 501 (c ) 3 corporation.

#### **Article II Intent and Purpose**

##### **II A Intent**

Macon County Art Association is the community organization in Macon County for artists and art lovers that enriches the community by promoting all visual arts, by inspiring and encouraging visual artists and by developing emerging artists.

##### **II B Purpose**

Macon County Art Association is committed to:

- Providing a collective for all visual artists in Franklin, Macon County and the surrounding area;
- Promoting art and art appreciation through education and exhibition;
- Supporting the work of artists and art endeavors;
- Supporting the work of other nonprofit organizations through art.

#### **Article III Membership**

Membership in Macon County Art Association (herein referred to as the Association) shall be open to any person who supports the purpose of the Association. Members are in good standing if their payments of membership dues and any other fees or charges are up to date and they comply with all requirements as described in these Bylaws and the Procedures Handbook(s).

##### **III A Classes of Membership**

1. **Exhibiting Members** have all the privileges and duties of membership. They pay annual dues and are entitled to vote, hold office and participate in the functions of the Association. They may exhibit and market art work according to the current Gallery Procedures Handbook.
2. **Partner Members** have all the privileges and duties of membership except for exhibiting and marketing art work.
3. **Benefactor Members** have all the privileges and duties of Exhibiting Members and pay long-term membership dues as determined by the Board of Directors.
4. **Student Members** are currently enrolled in high schools or colleges. They pay annual student membership dues as determined by the Board of Directors and may participate in the functions of the Association with the exception of holding office and voting. They may exhibit and market art work and perform duties according to the current Gallery Procedures Handbook.
5. **Honorary and Life Members** have all the privileges of membership. When exhibiting, Honorary and Life Members have all the privileges and duties of Exhibiting Members.

##### **III B Dues and Fees**

Membership dues, exhibiting fees and other charges levied against members shall be approved by majority vote of the Board of Directors.

### **III C Resignation, Refusal of and Termination of Membership**

1. **Resignation** A member may resign at any time and shall then return all property of the Association in their possession.
2. **Termination of Membership** The Board of Directors, with a two-thirds majority, may suspend or expel any member who they deem to have willfully obstructed the purposes of the Association or who has been successfully prosecuted for offenses that are construed to obstruct the purposes of the Association. The member shall be given, by written notice delivered by electronic or traditional means, the opportunity to attend a hearing prior to the vote of the Board of Directors. The member shall be apprised of the decision of the Board and given the opportunity to remove any exhibits from the Gallery. The member shall return all property of the Association in their possession.
3. **Refusal of membership** The Board of Directors may decline membership to those whose past behavior is such that the Board would suspend or expel a member acting in such a manner.

## **Article IV Membership Meetings**

### **IV A Annual General Meetings**

1. The Annual General Meeting agenda shall include the election of the Board; the President's statement; Treasurer's statement including the prior fiscal year's end-of-year statement and a summary of the year-to-date financial position; statements by Board members and committee chairpersons as requested by the President or the Board.
2. Annual General Meetings of the Association shall normally be held at the September membership meeting.
3. The time, place and agenda of the Annual General Meeting shall be made available to members one week before the meeting.

**IVB Regular Membership Meetings** of the Association shall normally be held monthly. Members shall be notified before the meeting of any change to the time or location of the Membership Meeting.

**IV C Special Membership Meetings** of the Association shall be called by the President at any time or at the written request of ten percent (10%) of members in good standing or by a two-thirds ( $\frac{2}{3}$ ) majority vote of the Board of Directors taken at a regular or special meeting of the Board.

1. The notice and purpose of the meeting shall be sent to all members in good standing and eligible to vote one (1) week before the meeting.
2. In an emergency, notice of a special meeting may be given to members by telephone and electronic means with twenty-four (24) hours notice.

### **IV D Quorum**

The quorum for all membership meetings is those present and voting.

## **Article V Board of Directors**

### **V A Composition**

The Board of Directors of the Association (herein referred to as the Board) shall comprise Directors elected by the membership at the Annual General Meeting of the Association, including, but not limited to: the President, the Immediate Past President, the Vice President for

Education, the Vice President for Marketing and Development, the Gallery and Offsite Shows Director, the Treasurer, the Secretary, the Membership Services Director and the Physical Plant Director. Except for the Presidency, any two of these positions may be combined with the approval of the Board. The Immediate Past President is a voting members of the Board. A Community Member-at Large, an ex-officio non-voting Director, shall be elected by a majority vote of the outgoing Board at the last meeting of the electoral year to serve as an advisory member of the Board.

No compensation shall be paid to Board members for their service to the Association; however, they may receive reasonable compensation for goods or services rendered and shall be paid for art work sold through the Association.

### **V B Powers and Duties**

1. **Authority and Limits of Authority:** The Board of Directors (herein referred to as the Board) has the general authority to control and direct the affairs, funds, and property of the Association. It has the power to disburse the Association's money and dispose of its property in fulfillment of its intent and purpose, provided that:
  - (a)The fundamental and basic purposes of the Association, as expressed in the Certificate of Incorporation, shall not be amended or changed;
  - (b)No earnings or the capital of the Association to inure to the benefit of any private individual or in any other way willfully jeopardize the non profit status of the Association;
2. **Banking:** The Board shall select such banks or depositories as it shall deem proper for the funds of the Association. The Board shall determine who, if anyone, along with the President and the Treasurer, shall be authorized to sign checks, drafts or other orders of payment money, acceptances or other evidences of indebtedness, to enter into contracts, or to execute and deliver other documents and instruments on behalf of the Association in the conduct of the Association's business.
3. **Committees:** The Board may appoint individuals and committees to act under its direction to fulfill the purpose and goals of the Association.
  - (a)The Board may designate standing and *ad hoc* committees of the Board. The Board may appoint an advisory council and honorary groups. The terms of appointment and expectation of service of any *ad hoc*, advisory or honorary group shall be determined by the Board.
  - (b)Each committee and group shall schedule its meetings and shall keep minutes of the proceedings and report to the Board of Directors as determined by the Board.

### **V C Terms of Office**

Directors shall serve a term of one year beginning on January 1 after their election. Directors may serve consecutive terms on the Board.

### **V D Nominating Committee**

1. The President, with the approval of the Board, shall, before the July Board meeting, appoint a Chairperson of the Nominating Committee, who shall then appoint at least two members to serve on the Committee.
2. Members of the Association shall be notified of the slate of officers at least two weeks before the Annual General Meeting.
3. The Nominating Committee shall present a slate of officers and directors for consideration of the membership at the Annual General Meeting.

### **V E Election of Board Members**

1. Nominations for Directors made by the Nominating Committee shall be presented at the Annual General Meeting.
2. Nominations for Directors shall be accepted from the membership present at the Annual General Meeting.
3. Each member nominated by the Committee or from the membership present at the Annual General Meeting shall be a member in good standing eligible for election and shall have given prior consent for their nomination.
4. Directors shall be elected by members in good standing and eligible to vote by acclamation or by ballot. The ballot shall be held secretly at the request of any three members present. A simple majority of members in good standing and eligible to vote who are present at the Annual General Meeting or voting by electronic or conventional ballots, shall elect the Directors.

#### **V F Filling Board Vacancies that Occur During the Year**

Any vacancy on the Board of Directors may be filled by a majority vote at any regular meeting of the Board or at a special meeting of the Board called for that purpose.

Directors elected under these provisions shall serve until the next Annual General Meeting, at which time they are eligible to be considered in the election process as described in Section V E above.

#### **V G Resignation and Removal of Directors**

1. Any Director may resign by giving written notice to the Board or to the President or Secretary of the Association. Such resignation shall take effect at the time specified in the notice.
2. Any Director may be removed from office for cause by a two-thirds (2/3) majority of all Directors then serving in office.

### **Article VI Board of Directors Meetings**

#### **VI A Regular Board Meetings:**

1. The regular meetings of the Board of Directors shall normally be held during the week before each membership meeting but may from time to time be changed by the Board.
2. Any member of the Association may attend Board meetings except those parts of Board meetings deemed confidential by the Board.
3. Notice of the Board meeting time and place shall be made available to Association members.

#### **VI B Special Board Meetings**

1. Special Meetings of the Board of Directors may be called by the President at any time or by the Secretary at the written request of any three (3) Directors then serving in office.
2. Notice of special meetings of the Board, together with the agenda for such meetings, shall be sent to all Board members at least three (3) days before such meetings.
3. In an emergency, notice of a special meeting may be given to Board members by telephone with twenty-four (24) hours notice.

#### **VI C Electronic Meetings**

Members of the Board or of the Board's committees may participate in meetings through conference telephone or other communication equipment, provided all persons participating in

such meetings can interact for the purposes of discussion and providing such meetings otherwise conform to North Carolina Statute 55A

#### **VI D Quorum**

A simple majority of the Board of Directors present and voting shall constitute a quorum for all meetings of the Board of Directors.

#### **VI E Voting**

1. An affirmative vote by a majority of Directors present approves any motion with the exceptions stated in these by-laws.
2. Every Director present at any meeting of the Board shall be entitled to one vote.
3. Proxy representation and proxy voting for Directors shall be allowed, providing that such representation is verifiable at the meeting.

### **Article VII Directors**

#### **VIIA General Responsibilities**

1. All Directors act under the auspices of the Board unless otherwise described
2. All Directors shall provide a budget for their areas of responsibility to the Budget Committee as directed by the Treasurer.
3. Meeting Attendance: Board members are expected to limit their absences from Board meetings to two (2) per year and to consider resignation if unable to keep their participation commitment to the Board. Directors-elect should attend the two Board meetings before beginning their terms of office.
4. No Director acting legally and in good faith without willful negligence or willful misconduct shall be held personally liable for any debts of the Association.

#### **VII B President:**

1. Furthers the intent and purpose of the Association and upholds its values;
2. Facilitates the evolution and development of the Association;
3. Oversees the operations of the Association;
4. Presides at meetings of the Board and at the annual general and regular membership meetings, voting only when the vote is tied;
5. Serves as an ex-officio, non voting member of any Association committees;
6. Represents the Association in the community as needed;
7. May sign legal and financial documents on behalf of the Association as defined by the Board. Signs checks when the treasurer is unavailable.
8. May approve expenditures of two hundred dollars (\$500) without General Membership approval;
9. Performs all acts incident to the office of President and shall have such additional powers and duties as may be assigned by the Board of Directors.

#### **VII C Vice President (Education):**

1. Assumes the duties of the President in their absence;
2. Succeeds to the office of the President if the President should resign or become incapable of carrying out their duties during their elected term of office;
3. Furthers the education and training goals of the Association;
4. Is responsible for presenters at membership meetings, all workshops, classes and special interest groups held by the Association;

5. Oversees such positions as the membership meetings coordinator and workshop coordinator;
6. Chairs the Education Committee, and oversees such subcommittees and *ad hoc* committees as deemed necessary by the Board;
7. Makes a summary report to the Board at the end of the election year;
8. Has such other powers and performs such other duties as may be assigned by the President or the Board of Directors.

**VII D Vice President (Marketing and Development):**

1. Is responsible for the fundraising and financial development goals of the Association;
2. Is responsible for the marketing goals of the Association and coordinates all the Association's marketing activities;
3. Is responsible for the community development and community support goals of the Association;
4. Oversees the Association's website(s) coordinator(s) and other internet activities;
5. Oversees positions such as the Marketing, Development and Community Relations Coordinators and others as deemed necessary by the Board of Directors.
6. Oversees grant-writing activities;
7. Chairs the Marketing and Development Committee and oversees such subcommittees and *ad hoc* committees as deemed necessary by the Board;
8. Makes a summary report to the Board at the end of the election year;
9. Has such other powers and performs such other duties as may be assigned by the President or the Board of Directors.

**VII E Treasurer:**

1. Has charge and custody of, and is responsible for, all the funds of the Association;
2. Ensures that all the Association's insurance is appropriate and current;
3. Maintains accurate and current financial data with clear audit trail including records of the assets, liabilities, and financial transactions of the Association according to generally accepted accounting principles and in compliance with all State and Federal laws;
4. Reports the financial status of the Association at all regular Board and membership meetings and provides copies of the financial statements to the Secretary for filing with the meetings' minutes;
5. At the Annual General Meeting gives a treasurer's statement including a summary of the year-to-date financial position and the prior fiscal year's end-of-year statement;
6. Deposits or causes to be deposited all monies and other valuable effects of the Association in the name of and to the credit of the Association in such banks, trust companies, or other depositories as may be designated by the Board;
7. Disburses, or causes to be disbursed, the funds of the Association if authorized by the President or the Board for normal expenditures up to \$500; for any emergency expenditures authorized by the President or the Board and necessary for business operations; and by majority vote of the Association for normal expenditures above \$500, based upon proper vouchers for such disbursements;
8. Signs checks and other financial documents on behalf of the Association;
9. Manages the financial transactions at all off site shows or sales;
10. Disburses or causes to be disbursed promptly artists' and presenters' revenue and honoraria, providing necessary tax documentation to them in time for their filing tax returns.

11. Prepares or causes to be prepared annual tax returns for the Association as required by law; the treasurer or treasurers responsible for a fiscal year will review and sign all tax returns for that year before filing;
12. Arranges for annual audits of the Association's financial records by a qualified person or by an audit committee as deemed necessary by the Board;
13. Chairs the annual Budget Committee and causes a budget to be presented to the Board in a timely fashion;
14. Chairs the Finance Committee as needed;
15. Performs all duties incident to the office of Treasurer and such other duties as may be assigned by the President or the Board of Directors.

**VII F Secretary:**

1. Keeps the minutes of all Board Meetings and Membership Meetings and files the Board and Membership Meeting minutes in the space(s) provided for that purpose;
2. Sees that the minutes of the Board meetings are distributed promptly to all Board members and are made available to the membership and that the Membership Meeting minutes are made available to the Board and the membership;
3. Sees that all notices are duly given according to these by-laws and as required by law;
4. Attests to any documents on behalf of the Association that shall be executed on the specific or general authorization of the Board of Directors;
5. Has charge of the official seal, books, records, and papers of the Association relating to its organization as an Association;
6. Chairs committees and oversees positions and activities such as the newsletter editor, phone committee, correspondence secretary, historian, librarian and others as deemed necessary by the Board;
7. Makes a summary report to the Board at the end of the election year;
8. Performs all duties incident to the office of Secretary and such other duties as may be assigned by the President or by the Board of Directors.

**VII G Gallery and Off Site Shows Director:**

1. Furthers the intent and purposes of the Association and upholds its values pertaining to the display and sale of members' art;
2. Is responsible for the Uptown Gallery (or the corresponding arts center) policy, procedures and operations including Gallery Member and Gallery Volunteer duties and ensures that the Gallery Handbook and other procedures are followed;
3. Is responsible for the policy, procedures and operations for offsite art shows and art sales;
4. Chairs the Gallery Committee, its subcommittees and *ad hoc* committees as required;
5. Chairs the Gallery Exhibits Committee;
6. Oversees the Gallery Calendar Coordinator, Offsite Art Shows Coordinator and Gallery events coordinators;
7. Represents the Gallery in the business and arts communities and as directed by the President or the Board;
8. Makes a summary report to the Board at the end of the election year;
9. Performs all duties incident to the office of Gallery and Exhibits Director and such other duties as may be assigned by the President or by the Board of Directors.

**VII H Membership Services Director:**

1. Recruits or aids in recruiting new members;
2. Processes requests for Membership and refers questionable requests to the Board;
3. Collects membership dues;

4. Facilitates the introduction of new members to the Association and the Gallery and provides new members with current information and keys as required.
5. Retains members by helping provide a welcoming environment and oversees services including, but not limited to, meeting refreshments, social events, and comfort to members in need;
6. Records member information and provides it to existing members as an annual summary of members' contact information;
7. Chairs permanent and *ad hoc* social and membership services committees;
8. Oversees the correspondence coordinator; the meeting refreshments coordinators, the social events coordinators and other *ad hoc* coordinators as the Board directs;
9. Makes a summary report to the Board at the end of the election year;
10. Performs all duties incident to the office of Membership Director and such other duties as may be assigned by the President or by the Board of Directors.

**VII J Physical Plant Director:**

1. Is responsible for the development and maintenance of the Gallery (Arts Center) and other facilities' (such as meeting and workshop areas) Physical Plant;
2. Is responsible for the development and maintenance of offsite display areas;
3. Ensures that the Gallery and other facilities are in compliance with all legal requirements, including health, safety and environmental regulations and Macon County code limits;
4. Chairs committees as required to fulfill these duties;
5. Makes a summary report to the Board at the end of the election year;
6. Performs all duties incident to the office of Facilities Director and such other duties as may be assigned by the President or by the Board of Directors.

**VII K Immediate Past President:**

1. Is the Parliamentarian for Board and Membership Meetings;
2. Oversees the historian, the librarian and the Association's collections;
3. Performs all duties incident to the office of Immediate Past President and such other duties as may be assigned by the President or by the Board of Directors.

**VII L Community Director-at-Large:**

1. Serves as an ex-officio non-voting Director;
2. Guides the Board on matters pertaining to the community of Macon County and surroundings;
3. Performs all duties incident to the office of Community Director-at-Large and such other duties as may be assigned by the President or by the Board of Directors.

**Article VIII Contracts and Legal Documents**

Contracts and other legal documents obligating the Association shall require the approval of the Board of Directors and if approved, must be signed by the President or a Vice President and the Treasurer. All documents shall be assessed as to form, completion, and the impact, if any, on the tax-exempt status of this nonprofit corporation.

**Article IX Prohibited Activities**

**IX A Monetary Gain:** No member of the Association shall receive any monetary gain by contributing to the operations of the Association. However, Association members may receive

reasonable compensation for goods or services rendered and shall be paid for art work sold through the Association.

**IX B Infringement of Tax Exempt Status:** No member of the Association shall take any action that infringes on the tax-exempt status of the Association.

#### **Article X Indemnification and Insurance**

**X A** The Association shall purchase insurance to indemnify any person who is made a party to any legal proceedings because he or she was an agent of the Association, providing that:

1. The person reasonably believed the action was in the best interests of the Association;
2. The action was not unlawful;
3. The person did not act in bad faith;
4. The person was not guilty of willful misconduct or willful negligence.

Any indemnification shall be authorized by the Board of Directors on a case-by-case basis.

**X B** All facilities of the Association shall be covered by general liability insurance.

#### **Article XI Robert's Rules of Order**

The proceedings of the Association shall be governed by Roberts Rules of Order, as interpreted by the President or presiding director, except those specifically addressed by these Bylaws, the North Carolina Nonprofit Corporation Act Chapter 55A and Federal tax-code regulations for a 501 (c) 3 corporation.

#### **Article XII Fiscal Year**

The fiscal year of the Association shall be the calendar year, January 1 through December 31.

#### **Article XIII Dissolution or Merger**

1. In the event of the dissolution of the Association, all moneys and properties remaining after the payment of all obligations shall be distributed to any tax-exempt organization(s) deemed by the Board to have purposes in keeping with those of the Association.
2. In the event of a merger of this Association with another Association with purposes in keeping with those of this Association, all moneys and obligations of this Association shall be transferred to the new Association.

#### **Article XIV Amendments**

1. Amendments to these By-laws shall be initiated by either the Board of Directors or at least fifteen percent (15%) of members in good standing of the Association, and shall be presented in writing to the Secretary.
2. The Secretary shall send copies of the proposed amendments by written or verifiable electronic means to each member, along with notice of the meeting at which they shall be considered, at least one (1) week prior thereto.
3. Such amendments shall be acted on by the Association at any regular meeting or any special meeting called for that purpose.

4. An affirmative vote of a majority of the members present and voting shall be necessary to adopt any amendment.

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