

BYLAWS OF THE VISUAL ART LEAGUE

LEWISVILLE TEXAS

MISSION

The Mission of the Visual Art League is to promote the visual arts through education and exhibitions for the enrichment of the individual and the community. The Visual Art League supports the visual arts by providing the facilities for instruction in wide-ranging aspects of the arts, such as drawing, painting, sculpture, photographic arts, fine crafts, and providing gallery space for exhibitions in a variety of media.

Article I. NAME, PRINCIPAL LOCATION, AND PURPOSE

1. The name of the organization is VISUAL ART LEAGUE. It is a non-profit organization under federal tax law.
2. Principal location is Lewisville, Denton County, Texas.
3. The purpose of the Visual Art League is for the advancement of art education, to include art exhibits, discussion groups, demonstrations, workshops, forums, panels, lectures, and classes for appreciation and awareness of visual art.

Article II. FISCAL YEAR

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

Article III. MEETINGS

1. Roberts Rules of Order, Newly Revised 15, shall be the protocol used in all Visual Art League Board Meetings. Roberts Rules of Order, Newly Revised 15, is a set of rules, for everyone in a meeting, to be heard, and to make decisions without confusion. Parliamentary Procedure is time-

tested for conducting orderly business meetings. It is the basic handbook of operation for most clubs, organizations and other groups.

Simply put: When a subject is brought before the meeting, the Speaker must be recognized by the Chair. The Speaker states the subject, with explanation. The Chair recognizes one person at a time, for discussion, of the subject being considered. After discussion, the Chair will ask for a motion on the subject. Another person will second the motion. The Chair will then "state the question". Then a vote will be made for YES, NO, or to table the motion.

2. The Secretary will then record the motion into the minutes, with the name of the person who made the motion, and the name of the person who seconded the motion. The Secretary shall record the information of the motion being passed or tabled.

3. Regular Membership Meetings shall be held monthly, unless determined by the Board otherwise, and additional special membership meetings may be called at such date, time, and place as determined by the Board. The September membership meeting shall be a business meeting when officers are elected by the membership. Notice of membership meetings shall appear at least one week in advance of the meeting.

4. Board Meetings. A Board of Directors consisting of Directors, Elected Officers, Appointed Officers, and Voting Chairs, shall hold meetings at least quarterly, but monthly meetings are recommended. The President may call special meetings. Notice should be given if a Board member cannot attend.

Article IV. MEMBERSHIP

1. Anyone who fills out a membership form and is willing to be an active participant, and who appreciates art, shall be eligible for membership. An individual member, with dues paid, and who has fulfilled all obligations to the organization, is a member in good standing and eligible to participate in exhibitions.

2. Educator Membership. Any individual who is employed in an educational institution is eligible to be a member at a reduced dues rate.

3. Student Membership. Any student who is attending an educational facility, is in the 8th-12th grade or a full-time college student with confirmation of enrollment can be a member at a reduced dues rate.

4. Family Membership is to include spouses, domestic partners, and unmarried adult children living in the same household at a special dues rate.
5. Honorary Member is a member who has made significant contributions to VAL and are unable to attend the meetings of VAL or otherwise participate, may be elected by the Board as an Honorary Member. No dues are required.
6. Patron of the Arts Level membership dues is \$75.00.
7. Classification of membership types shall be determined by the Board and approved by Membership at a Members Meeting.
8. Voting Rights for all members in good standing with dues paid, of any membership class, who are 16 years of age or older, shall have the right to vote at any members meeting.

Article V. DUES

1. The amount of dues and the period of membership shall be set by the Board with the approval of vote by 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. Powers. There shall be an Executive Board consisting of Directors and Officers which shall supervise and control the business, property and affairs of the Organization, except as otherwise expressly provided by law, Articles of Organization or these bylaws.
2. Officers of the organization shall consist of the following: President, First Vice President, Second Vice President, Secretary, and Treasurer. The Board may appoint Appointed Officers, to support the Elected Officers for the Board's objectives. The Parliamentarian may be the past President, or a Board appointed Parliamentarian, who is versed in Parliamentary Procedure Protocol.

3. Election and Term of Office. The Elected Officers shall be nominated by majority vote of the Board, elected by the Membership separately, and serve for a term of one year, but can be reelected. Exception: Treasurer and Secretary may serve indefinitely, if approved by the Board and re-elected by the Membership each year.

4. Directors. Two to 9 Directors shall be selected by vote of the Officers for the term of one year or more.

5. Resignation. Any Director or Officer may resign at any time by giving written notice to the Board.

6. Removal. Any Officer may be removed from such position with cause, by vote of voting members in attendance at a special meeting of the members called expressly for that purpose.

7. Vacancies shall be filled by majority vote of remaining members of the Board, for the unexpired term.

8. 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 Board members.

9. Written Consent in Lieu of Meeting. The Board may take action without a meeting, if written consent to that action is signed by majority of the members of the Board. Email consent shall qualify as signature.

10. Telephone/Virtual Meetings. Directors, Elected officers, Appointed officers, and Voting Chairs may participate in a meeting of the Board by conference call, virtual meeting or similar telecommunications device, which allows persons to hear each other. Quorum percentage will apply. More than half of the Board members must be in attendance.

11. Electronic Voting. The Board may designate electronic voting, such as email. When used, all members of the Board must “reply all” their vote, to all members of the Board.

12. Voting Members of the Board shall include Elected Officers, Appointed Officers, Voting Chairs, and Directors. Because Directors and Officers are held responsible for the organization, Voting Chairs are excluded from voting on issues directly associated with that responsibility including, but not limited to votes on the bylaws, the budget and grant approvals. A hard copy of the vote must be included in the minutes of the Secretary.

13. Budget. An annual budget will be prepared by the Board, or by an appointed committee. After approval by the majority of the Board, the budget will be referred to for the next fiscal year. The budget shall be open to review by any member upon request.

15. Accounting. The Executive Board is responsible for reviewing each Treasurer's report. Annually, an audit committee will be nominated by the Executive Board to perform the audit, which will be conducted each financial year to perpetuate a commitment to ensure important processes and responsibilities are documented, areas of risk identified, statutory obligations are met, and adequate controls are in place. Annually the audit committee will select one of two areas for the audit focus, these areas being: 1. safeguard of assets; and that decision making is in compliance with the mission statement; 2. roles and responsibilities; and governance and compliance with regard to financial and legal responsibilities.

The audit committee will consist of Directors selected by the Directors and Officers. The audit committee may not include any Officer, but the President and Treasurer will stand-by to answer questions.

16. Approval of expenditures. The Board is authorized to approve expenditures that are included in approved budget. Additionally, single expenditures not included in the approved budget may be approved by the Board up to and including \$1,000.00, when these expenses are within the organization's goals.

17. Appointments. The Board shall appoint Chairpersons of the standing committees. Co-Chairs may be appointed to some committees. Chairpersons who regularly attend Board meetings may be designated Voting Chairs by vote of the Board.

18. Ad Hoc Committees. The Board may establish Ad Hoc committees to conduct some business of the organization. The Board shall appoint chairpersons of the Ad Hoc committees.

19. Background Checks. Since some Officers and some Directors will have access to sensitive information, and, since some in the general membership and persons hired by the organization may engage in activities that could potentially bring suit against the organization, the Executive Board may require background checks on certain persons. Background checks must be secured in any situation when required by the City of Lewisville.

Article VII. DUTIES OF OFFICERS AND DIRECTORS

1. President shall serve as chairperson of the Board and the Members Meeting, using the Protocol of "ROBERTS RULES OF ORDER" NEWLY REVISED 15. The President must have been an active member for the year prior to being nominated for President.

2. 1st Vice President shall preside at the meeting in absence of the President and perform any special services designated by the Board. First Vice President shall prepare to be nominated for President.
3. 2nd Vice President shall preside at meeting in absence of the President and the first Vice President, and perform any special services designated by the Board.
4. Secretary shall be custodian of organization non-financial records, including the Articles of Organization, tax-exempt status records, minutes of the Board meeting and membership meetings, archive these documents in paper files and/or in cloud storage, and perform other such duties as designated by the Board.
5. Treasurer shall keep accurate records of all the organization's income 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, archive all documents in paper files and/or in cloud storage, and sign all checks written under Article XI. The Treasurer shall assist with budget preparation and grant requests, provide records for audit as described in Article VI. Paragraph 15 and perform other such duties as designated by the Board.
6. Appointed Officers may be designated by the Board, if the organization has a significant need for a new category, such as a Corresponding Secretary.
7. Parliamentarian assists the President on Protocol and meetings, or for other event planning.
8. Directors shall perform duties as designated by the Board.

Article VIII. COMMITTEES

1. Establishment of committees are 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 committees. Chairpersons of the committee shall be appointed by the Board and may be incoming Members of the Organization. Members of the Board may also serve on any of the committees
2. Chairpersons of each committee will oversee members of the Committee. The Board may assist in appointing members. Committee chairs shall serve for one year and may be re-appointed indefinitely.

3. 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, with permission of the Executive Board.

4. Job Description File. All committee Chairmen shall update their “Job Description File” as needed, which the Organization will keep for future chairman reference. The “Job Description File” will be kept in the permanent working files of VAL.

5. Reports. A report of committee activities shall be made to the Board as requested.

Article IX. DUTIES OF COMMITTEES

1. Exhibits Committee. Duties of the Exhibits Committee are the coordination of all aspects of on-site exhibits, including securing a curator for each gallery and hallway show. This committee will also coordinate all aspects of rotating exhibits within other areas of the Art Center.

Curators must be aware of the rules required to accept art objects into each of the exhibits and apply them during the intake.

2. Exhibit Themes Committee. Each spring, a committee will meet to decide on the themes for each of the on-site exhibits for the following fiscal year.

3. Off-Site Exhibits Committee. Members of this committee will coordinate all aspects of off-site exhibits, arranging for a rotating list of exhibiting artists. Other members will work with local businesses and organizations to provide locations and discuss exhibiting areas.

4. Programs Committee. This committee will arrange for monthly programs presented to the Members Meeting, provide necessary information to guest artists, meet the guest artist to help set up the program, provide information to publicity and newsletter chairs, introduce the guest artist at the members meeting, arrange payment, and provide a note of appreciation.

5. Reception Committee will set up receptions for gallery exhibit openings, hire bartender, arrange for catering, if desired, and arrange for entertainment/music.

6. Membership Committee is to accept applications and dues for membership, provide current membership listing regularly to all members, notify members when membership is expired, coordinate with committees for events requiring membership eligibility, deposit checks, provide membership card and name tags, and keep a record of guests at meetings.

7. Workshop Committees are to support both free workshops for the community and professional workshops for artistic education and advancement of members and others.
8. Artist of the Month Committee to exhibit and number entries at the Monthly Members Meeting, count the votes with a member helper, announce the winner, take a photo of the winners for publicity, and keep record of each month's winners.
9. Newsletter Committee 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; and send out intermittent news-blasts by e-mail.
10. Publicity Committee is responsible for press releases, advertising, and social media; to gather and arrange for publicity of VAL events; provide newsworthy information about VAL to newspapers and Internet sites; and arrange for any publicity the Board deems necessary.
11. Website Committee, primarily the VAL Webmaster, to coordinate site design and provide current and pertinent information about VAL on the website.
12. Community Outreach Committee is to represent VAL at various community and business organizations and school districts, and encourage involvement by those organizations; to collaborate with other arts groups on special projects and events; and provide information from other organizations and art groups to VAL membership.
13. Nominating Committee 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 to the Board a list of nominated officers and directors for election at the August Board meeting. The Board will vote on the list of nominated officers, and then present the nominated officers and Directors list at the August Members Meeting and via email blast. Officers and Directors will be elected at the September Members Meeting, and will take office on October first. Nominations may also be made from the floor.

Article X. QUORUM

The quorum for conducting business at a general members meeting shall be 10 or more members in good standing and in attendance. Voting will be based on a simple majority of members present. 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, Grants. 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, 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 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 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 deductible 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 to 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 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 governmental sources 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 notice may be given by telephone, email, first-class mail, or hand delivery.

Article XV. INDEMNIFICATION

The Visual Art League may indemnify by resolution of 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 procedure to which he or she is made a party to simply by reason of being an officer, director or member of the Visual Art League.

Article XVI. CONFIRMATION AND AMENDMENT OF THE BYLAWS

These bylaws and subsequent amendments to them shall be proposed by a majority vote of the Board and must be confirmed by a majority vote of the Membership. Any qualified member may propose in writing an amendment to these bylaws 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 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 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(s).

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a majority vote on September 4th, 2023 and ratified by the General Membership at the September 12, 2023 member meeting.

Murthy L Mantha

Secretary, Visual Art League

09/21/2023

Date