

BYLAWS OF SOUTH OAKLAND ART ASSOCIATION

SOUTH OAKLAND ART ASSOCIATION
BYLAWS
Revised 2023

Article I. — NAME

Section 1. - Name

The organization shall be known as the SOUTH OAKLAND ART ASSOCIATION (SOAA). It shall be a non-profit organized under the State laws of Michigan. The organization was incorporated as "Royal Oak Art Association"; the name was changed on November 28, 1967.

Article II. — PURPOSE

The purpose of this organization shall be:

- A. To promote and encourage the understanding, appreciation, study of, and participation in the visual fine arts and original art forms.
- B. To pursue this end through the use of lectures, classes, demonstrations, exhibits, paint-togethers, and other functions, given by and for the Association.
- C. To increase program awareness by disseminating information to Association members and to interested persons in the community.

Article III. — MEMBERSHIP

Section 1. - Eligibility for Membership

- A. Membership in this organization shall be open to any person regardless of race, religion, national origin, sex, disability or sexual orientation.
- B. Amateur and professional artists and people with an appreciation for art shall be eligible for membership.
- C. Members shall be at least eighteen years of age.
- D. Membership is granted after completion and receipt of a membership application and annual dues.

Section 2. - Types of Membership

- A. Active Members:
 1. Are encouraged to attend monthly General Membership meetings and participate in Association activities.
 2. Are encouraged to serve as a Board Member on the Board of Directors, and or on a Standing Committee.
 3. Are required to pay full membership fees.
 4. Have voting privilege.

- B. Honorary Life Members
 1. Have been active members for a minimum of 25 consecutive years.
 2. Are exempt from a membership fee.
 3. Will have all the rights and privileges of an active member.

Section 3. - *Membership Rights and Privileges*

- A. An Active member or Honorary Life member:
 1. Shall receive the monthly newsletter, September through June.
 2. Shall have equal voting privilege of one vote per election, Artist of the Month competition, or any other voting opportunity.
 3. Shall be eligible to participate in Artist of The Month, all exhibits and activities.
 4. Shall be eligible to participate as a member on Standing Committees.

Section 4. - *Annual Membership Dues*

- A. Dues shall be determined by the Board of Directors.
- B. Membership renewal and payment is due annually.
- C. Continued membership is contingent upon being up-to-date on membership dues.

Section 5. - *Guest Dues*

- A. Guest dues shall be determined by the Board of Directors.
- B. A guest may not attend more than one meeting without paying either a membership fee or guest fee.

Article IV. — MEETINGS OF MEMBERS

Section 1. - *General Membership Meeting*

General Membership meetings will meet once a month..

- A. Content
 1. Members and guests are requested to sign the Attendance sheet when entering the meeting.
 2. "Artists of the Month" entries must be listed and displayed before the meeting and voting begins.
 - a. All persons present at the meeting, members and guests, may vote for the Artist of the Month.
 3. Refreshments may be served.
 4. President calls the meeting to order.
 5. Board Member and Committee Chair reports are given.
 6. New business, announcements, and current art activities are shared.
 7. Programs.
 8. "Artist of the Month" results are announced and awards presented.
 9. Closing comments are given and the meeting is adjourned.

Section 2. - Board of Directors Meetings

- A. The Board of Directors shall meet every month from August through May. The fiscal year shall be September 1 through August 31.
- B. A notice of meetings shall be provided to each member through the SOAA newsletter. A reminder will also be provided one to two days prior to the Board of Directors Meeting.
- C. Voting shall consist of a 51% majority or more of Board Members plus Committee Chairs present.

Article V. — BOARD OF DIRECTORS

Section 1. - Board Members and Committee Chairs

- A. The Board of Directors shall be: President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer.
- B. Committee Chairs shall be: Awards Chair, Exhibits, Fundraising, Hospitality, Membership, Newsletter, Programs, Publicity/ Advertising, and Website.
- C. Standing Committee Chairs are voted on by general membership or appointed by the Board when not filled.
- D. Standing Committee Chairs will have a vote on all general Board matters.
- E. Board Members and Chairs shall receive no compensation other than reasonable expenses incurred and pre-approved.

Section 2. - Term of Office

- A. All elected officers shall serve two year terms, but are eligible for re-election up to five consecutive terms.
- B. The term of office shall begin at the June General Membership meeting.

Section 3. - Board and Chair Persons Election Calendar

The SOAA will carry out election procedures for open Board and Chair positions following this general format:

- A. Nominations for the open Board of Directors and Standing Committee Chair positions will be opened at the April General Membership meeting. Any member can nominate a candidate or themselves to the slate of nominees.
- B. Annual elections will take place during the May General Membership meeting. Voting shall be based on simple majority and will be conducted via ballots or verbal count.
- C. New Board Members and Committee Chairs shall be announced and begin their terms of office beginning with the June general member meeting.

Section 4. - Duties of the Board of Directors

- A. Transact the general business of the association.
- B. Attend all General Membership meetings and Board of Directors meetings.
- C. Hold elections or appointments to fill vacancies for the remainder of the term of office of an outgoing Board Member or Committee Chair.
- D. Prepare and present an annual budget for approval at the May Board of Directors meeting for the following fiscal year. The annual budget shall be based on the records maintained by the Treasurer.
- E. Determine annual membership rates for members and guests.

Section 5. - *Duties of Officers*

- A. The President shall:
 - 1. Preside at General Membership meetings and Board of Directors meetings.
 - 2. Prepare the President's message for the monthly newsletter.
 - 3. Prepare agenda for all General Membership meetings and Board of Directors meetings.
 - 4. Assist with Association projects and activities.
 - 5. Encourage member participation in Association activities.
 - 6. Appoint any new Committee Chairs as deemed necessary by the Board of Directors.
 - 7. Have the authority to appoint Board Members and Committee Chairs in case of vacancy.
 - 8. Check the SOAA200@gmail.com email weekly and maintain the SOAA google drive.
- B. The Vice President shall:
 - 1. Attend all General Membership meetings and Board of Directors meetings.
 - 2. Preside over any meeting at which the President is absent.
 - 3. Assist President with the agenda and Association projects and activities.
 - 4. Encourage member participation in Association activities.
- C. The Recording Secretary shall:
 - 1. Attend all General Membership meetings and Board of Directors meetings.
 - 2. Record minutes of all Board of Directors meetings.
 - 3. Save the Board minutes to the SOAA Google Drive and share with the Board of Directors.
- D. The Corresponding Secretary shall:
 - 1. Attend all General Membership meetings and Board of Directors meetings.
 - 2. Send thank-you notes to:
 - a. People who present programs
 - b. Persons who provide meeting sites for special club programs or activities.
 - c. Any other vendor, supplier or donor to special events.
 - 3. Send letters, as requested by the Board of Directors.
 - 4. Send cards for illness, sympathy, or congratulations when appropriate.
- E. The Treasurer shall:
 - 1. Collect all monies due to the Association.
 - 2. Deposit Association funds in a bank account approved by the Board of Directors.
 - 3. Sign for the withdrawal of any funds of the Association.
 - 4. Maintain appropriate financial records in a general ledger which shall be subject to inspection and audit by the Board of Directors.
 - 5. Make all payments owed by the Association through the issuance of checks.
 - 6. Have a check prepared for the presenter, speaker, demonstrator and/or entertainer at each monthly General Membership meeting.
 - 7. Follow up with recipients of checks that have not been cashed and are outstanding.
 - 8. Cash checks in a timely manner.
 - 9. Balance checking account and credit card transactions monthly.
 - 10. Report any discrepancies to the President as soon as an error is discovered and/or identified and proceed with a resolution strategy, which may include contacting the financial institution, Association member, and/or third party that may also be involved with said error.
 - 11. Present an overview of the Treasurer's report at the monthly Board meetings.
 - 12. Arrange and maintain insurance for exhibit equipment and guests attending events when specific events require insurance.

Article VI. — COMMITTEE CHAIRS

Standing Committees led by a Committee Chair shall include: Awards, Exhibits, Fundraising, Hospitality, Membership, Newsletter, Programs, Publicity/ Advertising, and Website. There may be other Standing Committees as deemed necessary by the President with Board of Directors approval.

Section 1. - Committees

Standing Committee Chairs shall:

- A. Be elected or appointed by the President with the approval of the Board of Directors in the case of a vacancy.
- B. Report to the President and the Board of Directors at each monthly Board of Directors meeting.

Section 2. - Duties of Standing Committee Chairs

- A. Awards Committee Chair shall:
 1. Determine and present the "Artists of the Month" awards at the monthly General membership meetings. Report to Webmaster and Newsletter Chair.
 2. Maintain records of all awards received by each member throughout the fiscal year.
 3. Tally and Report "Artists of the Year" award winners in each category prior to the June Membership Meeting. Report to Webmaster and Newsletter Chair.
 4. Obtain and present awards to winners of judged events.
- B. Exhibit Committee Chair shall:
 1. Secure date, time, cost and location of Association exhibits.
 2. Arrange delivery and set up of display equipment.
 3. Arrange take-down of display equipment, and arrange any maintenance and storage.
 4. Work with the Hospitality Committee during exhibits and events for additional support.
 5. Provide any and all receipts for expenses to the Treasurer.
- C. Fundraising Committee Chair shall:
 1. Define and secure patrons.
 2. Secure donations and submit any monetary donations to the Treasurer to be recorded and deposited.
 3. Design activities such as "Silent Auction" and 50/50 drawing.
 4. Direct all donation thank you correspondence requests to the Corresponding Secretary.
- D. Hospitality Committee Chair shall:
 1. Schedule and secure donations of food for monthly General Membership meetings.
 2. Set up serving table and prepare beverages for monthly General Membership meetings.
 3. Replenish supplies as necessary and present receipts to the Treasurer.
 4. Assist Exhibit Committee with hospitality during exhibits and events, if requested.
- E. Membership Committee Chair shall:
 1. Collect Membership dues and submit to the Treasurer.
 2. Collect Guest fees and submit them to the Treasurer.
 3. Maintain records of membership applications in the SOAA Google Drive.
 4. Maintain and update database of membership, guests, and newsletter subscribers (to be used in Membership Directory); include all pertinent information including, but not limited to name, address, phone number, and email address). Membership Directory should be stored in the SOAA Google Drive.
 5. Provide and maintain the members and guest sign-in sheets for the monthly General Membership meetings.
 6. Set up name tags for members and guests.

7. Provide Webmaster and Newsletter Editor with member contact information updates and/or new member contact information.
 8. Welcome guests and discuss membership advantages.
 9. Introduce new members to the President and or Vice President.
- F. Newsletter Editor / Committee Chair shall:
1. Design, write, and publish a monthly newsletter.
 2. Distribute the monthly newsletter prior to that month's General Membership meeting via Email or USPS (for members without internet) to Active Members and Honorary Life Members.
 3. Distribute newsletter to non-members who have provided their email address and requested a copy.
 4. Forward newsletter to Webmaster for inclusion on SOAA website.
 5. Present fees for printing and mailings to the Treasurer each month.
 6. Thank the membership for the hospitality items donated.
 7. Welcome new members.
 8. Have the newsletter proof-read by approved Board of Directors member(s) prior to the release to the General Membership.
- G. Program Committee Chair shall:
1. Provide speakers, demonstrations, and/or entertainment September through May.
 2. Work with President and Board Officers of Directors in planning the above events.
 3. Negotiate all costs with President and Board of Directors and submit all bills to the Treasurer.
- H. Public Relations Committee Chair:
1. Produce and provide social media communication to promote the activities of the SOAA including notices of General Membership meetings, special events, exhibits, and other SOAA gatherings and opportunities.
 - a. Communication will be made in the form of: advertising, PR, direct mail, special events, community outreach, and social media. This may include: QR codes, press releases, articles, flyers, newsletters, direct mail letters, blogging, email, Facebook posts, and/or other forms not mentioned herein.
 2. Said communication will include SOAA contact information including, but not limited to, website, contact person, phone number, email address, and/or any other information as required.
- I. Webmaster Chair shall delegate the following duties to website committee:
1. Update 'Home Page' monthly with information regarding monthly General Membership meeting;
 - a. Receive article regarding monthly presenter from Newsletter Editor / Committee Chair
 2. Update 'Press Release' section monthly;
 - a. Receive press release information from Public Relations Committee Chair
 3. Update 'Newsletters' section monthly;
 - a. Receive newsletter from Newsletter Editor / Committee Chair
 4. Update 'Guest Speakers' section annually, or as relevant;
 - a. Receive information from the Board.
 5. Update 'Events' section, as necessary.
 6. Update 'Community Partners' section, as necessary;
 - a. Receive information from President and/or Vice President
 7. Update 'Member Art' section annually, after membership renewal.

8. Update 'About Us' sections:
 - a. Bylaws' section - update annually.
 - b. Officers' section - update when Board Members change.
 - c. Member Art section - update monthly, or as necessary.
 - d. Receive updates from Membership Committee Chair.
 - e. Become a Member' section - update Membership Application annually.

Section 3. - Vacancies

When a Chair or Director vacancy occurs mid-term, the secretary shall seek nominations for suitable replacement(s). When found, candidate name(s) will be announced to all Board members by email or written correspondence two weeks prior to the next meeting of the Board. An election/approval will be held at that meeting. Any such vacancy filled will be filled only until the end of the former Board Member's term.

Section 4. - Resignations, Terminations, and Absences

Resignation from the Board of Directors must be made in writing and received by the Secretary. A Board Member shall be terminated from the Board due to excess absences, and or lack of maintaining described duties. A Board Member may be excused from their duties if they have more than two unexcused absences from Board meetings in a year. A Board Member may be removed with other reasons by a three-fourths vote of the remaining Board of Directors.

Section 5. - Special Meetings

- A. Special meetings may be called upon the request of a Chair or Executive Board Member.
- B. Notices of special meetings will be sent out to each Board Member, in the case of an emergency or for time sensitive issues. This can be done by phone, email, and/or text.
- C. At the special meeting, members will only discuss information on the agenda of that special meeting.

Article XII. — EXHIBITION RULES

Active Members in good standing and Honorary Life Members of the SOAA will be eligible to enter their artwork in juried and/or non-juried SOAA sponsored shows, exhibits, and Art Fairs. Entry fee must be paid prior to the event to ensure eligibility and/or availability of space.

- A. Eligibility for entry does not guarantee acceptance of said artwork into aforementioned events, based on judging requirements by SOAA and/or other art show, Art Fair and/or event.
- B. Time, location, and dates for SOAA sponsored shows, exhibits, and events will be announced at General Membership meetings, SOAA newsletter and SOAA sanctioned social media.
- C. Entry forms, sign-up sheets, and announcements will be available at General Membership meetings and online at the SOAA website.

Section 1. - Delivery for Exhibit

- A. No artwork will be accepted for SOAA sponsored shows, exhibits, or Art Fairs after the announced delivery time of said artwork.
- B. Artwork that is to be judged for a SOAA sponsored show or exhibit will be judged by a judge who has no affiliation with the SOAA, is selected by the Exhibit Committee, and is approved by the Board of Directors.
- C. The number of paintings each artist may be able to exhibit can vary from year to year and exhibit to exhibit.

Section 2. - Requirements for Exhibit Display

- A. Only original fine art forms (not from copyrighted sources) will be accepted for judging in SOAA sponsored shows, exhibits, or Art Fairs.
- B. SOAA will provide display boards for hanging 2-D art with specified dimensions. Artists exhibiting 3-D artwork, may be required to provide their own display set up.
- C. Work deemed inappropriate for a particular venue may be rejected at the discretion of the Exhibit Committee Chairperson and/or the Board of Directors.
- D. All artwork must meet the specified framing rules for that exhibit.
- E. All artwork must meet any and all rules, requirements, expectations, and criteria for judging imposed by the SOAA and/or the show exhibit space or venue the SOAA has applied to exhibit with, and the rules, requirements, and/or expectations of the aforementioned, if applicable.

Section 3. - Exhibitor Responsibilities

- A. All exhibitors are highly encouraged to work during exhibit hours and give assistance if available, with set-up and take-down of the exhibit.

Section 4. - Opening Reception

- A. All SOAA Members and Honorary Life Members are encouraged to attend.
- B. Award winners will be announced at the Opening Reception and exhibiting artists are encouraged to attend the Opening Reception and be present during the presentation of awards.
- C. Guests, clients, and the public are welcomed to attend. Suggested donation or attendance fee may apply.

Section 5. - Exhibit Takedown

- A. Exhibitors are expected to pick up their artwork or arrange to have their artwork picked up at the stated time.
- B. Exhibitors are expected to help with take-down of display stands.
- C. SOAA will not be responsible for unclaimed artwork not picked up during the designated time period.

Section 6. - Sales

- A. Payment minus sales commission and tax for the sale of any artwork will be made to the exhibitor by check from the Treasurer of SOAA via direct mail or in person.
- B. Treasurer will provide a written financial report of the exhibit to the President of SOAA and the Board of Directors.
- C. Treasurer will provide a financial report at the next Board Members meeting.
- D. SOAA will deduct 15% sales commission from the selling price of all artwork sold and pay the sales tax.

Article XIII. — DISSOLUTION

- A. All members of the organization shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the organization, whether voluntary or in voluntary, the assets of the organization, after all debts have been satisfied, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable or educational organizations.

Article IX. — AMENDMENTS

- A. These bylaws of the SOAA may be amended by a bylaw committee approved by the Board of Directors.
- B. Bylaws shall be reviewed annually at the Board of Directors meeting.

Certification

These bylaws were approved at a meeting of the Board of Directors and Committee Chairs by a two-thirds majority vote in November 2023.

President, Melissa Wilson Date

Vice-President, Mardi Chapman Date

Recording Secretary, Date