

LAKE COUNTY ART LEAGUE CONSTITUTION AND BYLAWS

Adopted September 1936
Revised May of 1948, 1952, 1957, 1965, March 1972, May 1985, February 1997, April 1998,
January 2004, and January 2013

CONSTITUTION

Article 1, Title

This organization shall be known as the Lake County Art League

Article 2, Purpose

The purpose of this League is to create more interest in art in Lake County in the State of Illinois and to develop a higher appreciation of visual art. It shall do this through art exhibitions, festivals, demonstrations of art techniques, lectures, critiques and sharing of ideas, inspiration and encouragement between members. To carry out this purpose it shall cooperate, when possible, with other groups similarly organized. The League is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article 3, Membership

- Section 1. Anyone who is interested in art and/or its development may apply for membership.
- Section 2. There shall be two classes of membership: Active and Honorary.
- Section 3. Active members are the artists producing original works for exhibit or those members who further art in the community.
- Section 4. Honorary membership may be extended by the Executive Committee to any person whose achievement in the field of art is outstanding and/or to one who has contributed unusual services to the League.
- Section 5. All adult members shall be entitled to vote and hold office. All members of the League shall be entitled to bring guests or prospective members to all general meetings.
- Section 6. The Membership Annual Year shall be from the September general meeting to the following September general meeting. The Fiscal Year shall be July 1st to June 30th.
- Section 7. A membership annual fee set in policy by the Board of Directors, shall be required – payable with application for membership and thereafter by the September meeting. Works of art for On-The-Wall exhibits will be accepted only from members whose dues are paid.

Article 4, Officers and Their Duties

- Section 1. The officers of the League shall be a president, a vice-president, a treasurer, a recording secretary and a corresponding secretary. They shall hold office for one year and together constitute an Executive Committee. They shall follow the constitution and use Robert's Rules of Order as a guide. Robert's Rules of Order shall be binding in cases of disagreement.
- Section 2. The president shall preside at all meetings of the League and its Board of Directors meetings. The president shall perform all duties that regularly pertain to his or her office and shall perform such other duties as the Board of Directors may assign.
- Section 3. The vice-president shall, in the absence of the president, preside at all meetings of the League and its Board of Directors meetings. The vice-president shall perform all duties that regularly pertain to his or her office and shall perform such other duties as the Board of Directors may assign.

- Section 4. The recording secretary shall keep minutes of the League meetings, Board of Directors and Executive Committee meetings and shall perform such other duties as the Board of Directors may assign.
- Section 5. The corresponding secretary shall be the editor of the League newsletters, send out notices of meetings, exhibits and other correspondence pertaining to the League and its activities. He/she shall also perform such other duties as the Board of Directors may assign. The corresponding secretary may select an assistant from the membership to aid and/or represent him or her in performing the duties of the office.
- Section 6. The treasurer shall be the custodian of the funds of the League and, with the advice and consent of the Board of Directors, shall deposit such funds in accounts that will realize the highest rate of return for the benefit of the League and shall perform such other duties as the Board of Directors may assign. There shall be basically three accounts.
- a. The General Fund is a fund into which dues, surpluses and other unassigned income are deposited and expenses dispensed in a timely manner.
 - b. The Phoebe Boyd Memorial Fund is maintained exclusively for the purpose of funding Scholarships and Festival Awards as designated by the Boyd family.
 - c. The Charitable Trust Fund (also known as the Building Fund) is a fund to which persons, businesses and organizations may contribute. The Charitable Trust monies shall be invested in accounts that guarantee the safety of the principal. Interest resulting from this investment shall be added to the General Fund.
Any proposed use of the Charitable Fund principal by the Board of Directors must be approved by two-thirds vote of the entire membership at a regular meeting of the League. To facilitate this, all members shall be given the option of a mail-in vote.
 - d. The Board of Directors shall appoint a person(s) to review the treasurer's books once each year after the June general meeting. The person(s) may or may not be a member of the League. If the reviewers are within the League membership, there must be at least three (3) League members appointed.

Article 5, Board of Directors

- Section 1. The Board of Directors shall consist of the elected officers and the appointed directors. All shall be voting members.
- Section 2. The Board of Directors shall have charge of affairs of the League and shall manage and control it's property. It shall have the power to fill vacancies in the offices by vote of the majority of those present at a regular or special meeting of the Board. The person chosen to fill a vacancy shall hold office until the next annual meeting.
- Section 3. The Board shall have the power to authorize payment of fees, invoices, expenses and rents pertaining to the operations of the League.
- Section 4. The Executive Committee, consisting of the elected members, shall have the authority to act for the Board of Directors between its regular meetings. Any such action shall be duly reported at the next meeting of the Board.

Article 6, Meetings

- Section 1. The annual meeting shall occur in May of each year, the date to be selected by the Board.
- Section 2. Regular meetings of the League shall be held once each month, except for July, August and December, or at the discretion of the president and the program director.
- Section 3. The meetings of the Board of Directors shall be held before the regular meetings or whenever necessary. Sub-committee members may attend.
- Section 4. Special meetings:
- a. of the League shall be called by the Board of Directors. The purpose of the call must be given in the notice sent to each League member.
 - b. of the Board of Directors shall be called by the President. The purpose of the call must be given in the notice sent to each Board member.
 - c. of the Executive Committee shall be coordinated by the President with the consensus of the majority of the elected officials.

Article 7, Quorum

- Section 1. One-fourth of the membership of the League shall constitute a quorum for the transaction of business at any meeting of the League.
- Section 2. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.
- Section 3. A majority of the elected officers shall constitute a quorum at any meeting of the Executive Committee.

Article 8, Nominations and Elections

- Section 1. At the January board meeting, the Board of Directors, shall appoint a person to Chair the Committee for Nominations and a person to Chair for Elections from the NON-elected board members. In accordance with Robert's Rules of Order on "Nominations by a Committee: the President cannot be a member of the nominating committee – ex officio or otherwise." The Chair for Nominations shall select two (2) or four (4) individuals for this committee from the League membership.
- a. This committee shall meet and bring to the April general meeting a complete ticket for the election of officers, placing in nomination only those members in good standing, who have signified their willingness to stand in nomination and election. Other nominations may be taken from the floor at the April meeting ONLY.
 - b. If the ticket is unopposed, then the presiding officer will declare the complete ticket elected by unanimous consent.
 - c. If the ticket is opposed, then the Chair for Elections shall make all arrangements for ballot voting at the annual meeting and shall have charge of sending out and receiving numbered mail-in ballots. The deadline for receiving mail-in ballots shall be the last Saturday before the May annual meeting.
 - d. The officers shall be elected at the May annual meeting of the League by the numbered mail-in ballots received and by ballots cast. A majority vote shall elect.
- Section 2. All officers of the League shall serve effective July 1st for one year and may be eligible for re-election. The president may serve in that office for only two consecutive years.

Section 3. Removal of an elected officer:

- a. With the request of the majority of the Board, an elected officer may be removed from office by a majority vote of members present at a general meeting. A notice detailing this request must be sent to all members two (2) weeks prior to the meeting.

Article 9, Scholarships

The Board of Directors may offer a financial scholarship or scholarships to a student or students enrolled in a visual art course at an established college or university. The Board shall establish, each year, the institution or institutions and the number and amounts of such scholarships.

Article 10, Amendments

Section 1. This constitution may be amended at any general meeting of the League by a two-thirds vote of the members present, provided two weeks notice has been given expressly stating the amendments.

Article 11, Dissolution

Upon dissolution of the League, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 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.

BYLAWS

Article 1, Activity Directors

- Section 1. The president, upon being elected, will select, with approval of the officers, a director for each of the League's activities except where stipulated otherwise. The slate shall be presented at the first meeting of the new Board of Directors or at the earliest Board meeting thereafter if and when a vacancy is to be filled.
- Section 2. With the approval of the officers, the directors may select other members to help with their work or form a committee(s).
- Section 3. There shall be director(s) for each of the following activities:
- | | | |
|----------------|--------------|----------------------|
| 1. Program | 5. Publicity | 9. Art Festivals |
| 2. On-The-Wall | 6. Workshops | 10. Scholarships |
| 3. Membership | 7. Librarian | 11. Tours |
| 4. Hospitality | 8. Historian | 12. Visual Recording |
- Section 3.1. The Program Director shall prepare a tentative outline of the year's programs and submit it to the Board of Directors for approval not later than the first Board meeting in August. The Director then shall proceed to carry out the program for the year. Any necessary changes shall be presented to the Board as they develop.
- Section 3.2. The On-The-Wall Director, reporting to the Board, shall be in charge of all On-The-Wall exhibits which includes the following:
- a. two all membership shows each year, one in the spring and one in the fall.
 - b. various membership exhibits in government and business locations.
- The On-The-Wall Director shall make all arrangements for the membership shows in the spring and fall, coordinate the monthly exhibits in governmental and business locations. The director shall work with the Publicity Director, to arrange to publicize On-The-Wall in the various news media. The director shall work with the Program Director to select a person to judge and critique the membership shows.
- Section 3.3. The Membership Director shall issue membership cards and introduce new members and visitors at meetings. He or she, working with the Publicity Director, shall advertise and otherwise promote the values of membership in the Lake County Art League to attract new members.
- Section 3.4. The Hospitality Director(s) shall have charge of the reception and refreshments for the League's meetings and extend goodwill to League members. Donations of suitable consumables shall be solicited from two or three members for each regular meeting.
- Section 3.5. The Publicity Director shall have charge of the general publicity of the League regarding guest artists, workshops, demonstrations and ventures with other organizations. The Publicity Director may be called upon to assist in the promotion of exhibits and festivals by the On-The-Wall and/or Art Festivals Director(s).
- Section 3.6. The Workshop Director shall make all arrangements for workshops. The director shall charge fees determined by the Board of Directors, shall be responsible for their collection and keep detailed records of every transaction. If required the Board shall expend monies from the general fund for these purposes and/or add any resulting surplus to the general fund. The director may attend workshops free of charge and the Board, with discretion, may subsidize the fees of a League member or members who otherwise could not afford to attend.
- Section 3.7. The Librarian shall have charge of the League's collection of books and videotapes and make them available at each regular meeting. The Board shall determine late fees. The librarian will collect such fees and from time to time give them to the treasurer for deposit into the general fund. The librarian shall arrange to purchase additional or replacement books or tapes with approval of the Board.
- Section 3.8. The Historian shall archive events of interest about the League in scrapbook form.

- Section 3.9. The Art Festivals Director
- A. shall:
 1. issue invitations to exhibit
 2. appoint a jury to select applicants
 3. work with the Publicity Director to advertise the festivals
 4. make any other festival arrangements.
 - B. shall:
 1. open a festival bank account
 2. collect fees
 3. dispense prize monies
 4. pay expenses
 5. buy publicity materials, etc.
 - C. keep detailed records of every transaction.
If required the Board shall expend monies from the general fund for these purposes and/or add any resulting surplus to the general fund. A minimum balance of \$500.00 shall be maintained in the festival bank account to start each year's festivals. The festival fiscal year shall be Jan 1st to Dec 31st with the audit being done in January of the next year.
 - D. The Board of Directors shall appoint a person(s) to review the art festival books once each year. The person(s) may or may not be a member of the League. If the reviewers are within the League membership, there must be at least three (3) League members appointed.
- Section 3.10. The Scholarships Director shall work with the college and/or university to make the offering and the presentation of the scholarships.
- Section 3.11. The Tours Director shall make all arrangements for tours to places and events of artistic interest. The director may attend tours free of charge.
- Section 3.12. The Visual Recording Director shall record demonstrations, workshops and any other events of interest to the League as requested by the Board.

Article 2, Special Appointments and Privileges

The president, with the approval of the Board of Directors, may appoint a member or members to undertake once-a-year jobs, projects or liaisons with other organizations and report to the Board when necessary.

With approval of the president, the immediate past-president may attend Board of Director meetings in an advisory capacity only. Other individuals may attend a board meeting at the invitation of the Executive Committee.

Article 3, Rules Governing Meetings

- Section 1. Meetings shall be governed by Robert's Rules of Order on all points not covered by this Constitution and Bylaws.
- Section 2. The order of business shall be:
1. Minutes of last meeting.
 2. Treasurer's Report
 3. Announcements
 4. Reports of Officers and Directors
 5. Unfinished Business
 6. New Business
 7. Adjournment

Article 4, Amendments

- Section 1. These bylaws may be amended at any general meeting of the League by a two-thirds vote of the members present, provided two weeks notice has been given expressly stating the amendments.

Lake County Art League Policies and Procedures

Board of Directors Decisions

MEMBERSHIP The membership year runs from the September general meeting to the September general meeting of the following year. Annual dues are to be paid at or before the September general meeting and are \$20 per full time student (12 or more hours), \$35 per individual, and \$45 per family. (Rev 10/27/08, 11/24/08, 9/14/09 and 1/7/19)

New members joining after March 1st shall pay half of the annual dues. Their memberships are then valid until the September general meeting. (Rev 3/28/05 and 4/1/19)

A copy of the Constitution and Bylaws, along with Policies and Procedures shall be given to each new member.

COMPETITIVE SHOWS AND EXHIBITS. General rules:

1. All exhibitors must have their dues paid up-to-date.
2. All works should be appropriately presented, hard wired (no exceptions), framed if necessary.
3. All work should be signed by the artist.
4. The Lake County Art League asks exhibiting artists to use discretion in providing display pieces. Art that is offensive by its ethnic, religious, political or sexual expression will not be accepted.
5. Neither the Lake County Art League nor the exhibiting institution shall be held responsible for damage or theft of artwork.
6. Participants are expected to know and abide by all rules.

MONTHLY COMPETITIONS

1. Work must have been completed within the past three years and not have been entered in any other monthly competitions.
2. One piece per member. To qualify for a ribbon it must comply with the theme, if any.
3. Monthly Competition ribbons shall be awarded, based on the number of entries: One to five – one ribbon, six to ten – two ribbons, eleven to fifteen – three ribbons, etc. (Rev 10/28/2013)

SPRING AND FALL MEMBERSHIP SHOWS

1. Work must have been completed within the past three years and not have been entered in any previous Spring or Fall Membership Show.
2. Work must be hung for the entire exhibit period or can be exchanged or replaced at the discretion of the On-The-Wall Director.
3. There shall be a Best of Show award. The number of ribbons awarded shall be the number of total entries, divided by eight.

FINE ARTS FESTIVALS

The prospectus for each festival will include the specific rules and regulations, plus an application form.

ONE PERSON OR MULTI-PERSON SHOWS On-The-Wall through the LCAL by the On-The-Wall Director.

1. Members may display their work:
 - a. once at each location or more frequently (at the discretion of the On-The-Wall Director) during the calendar year.
 - b. at the Jack Benny Center the limit is once every other year.
2. Exhibitors are expected to hang their own work on the first day of the month and take it down on the last day of the month, unless the artist(s) scheduled before and/or after have agreed otherwise. The proprietor's wishes should also be taken into consideration in each case.
3. Under **NO** circumstances shall **ANYONE** take down another artist's work without that artist's permission.
4. There is no stipulation as to how recent the work is or how many times it has been exhibited. Each artist is expected to use good judgment in this regard.

LIBRARY

1. Each book and/or video is on loan from meeting to meeting. The late fee for books and/or videos is \$1.00 per item per meeting until returned.
2. Replacement cost will be charged for lost books and/or video tapes damaged beyond repair.

HONORARY MEMBERS

1. Any member who makes a significant, selfless contribution to benefit the League may become an Honorary Member.
2. Members may nominate a person(s) who has fulfilled the above requirements, in writing, to the Executive Committee for consideration.
3. The Executive Committee may select the person(s) nominated as an Honorary Member.

GOVERNMENT FORMS

1. The treasurer will file, in a timely manner, all necessary papers(s) with the State and/or Federal Government to maintain the Lake County Art League as a not for profit organization.

CONFLICT OF INTEREST POLICY (Added 5/28/13)

Article I **Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II **Definitions**

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III **Procedures**

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV **Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V
Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI
Annual Statements

INTENTIONALLY DELETED

Article VII
Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

LCAL APR 1, 2019

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Title: 2013 Lake County Art League Constitution and Bylaws.

Lake County Art League Policies and Procedures (revised 3/28/05, 10/27/08, 11/24/08, 9/14/09, 5/28/13,10/28/2013 and 01/07/19)