

**By-Laws of
Mid-Missouri Artists, Inc.
Amended Dates: September 1, 1984, October 27, 2005, November 17, 2016**

**ARTICLE I
NAME**

Section 1: The name of the organization shall be the Mid-Missouri Artists, Incorporated, in accordance with the State of Missouri Certificate of Incorporation No. NP 14472, dated October 19, 1973.

Section 2: In the event of termination, dissolution, or closure of the corporation the remaining assets, if any, shall be transferred to the University of Central Missouri Foundation to fund the Mid-Missouri Artists Dorothy Hawksley Emerging Artist Scholarship.

**ARTICLE II
PURPOSE**

Section 1: The purposes of the Mid-Missouri Artists, Inc., are: To foster, promote, and encourage the existing cultural and educational organizations of the communities in Johnson, Pettis, Henry, and Lafayette Counties, Missouri, and their environs; to assist in the establishment of new cultural facilities in fields where none now exist; to coordinate the cultural and educational activities of the named four counties and their environs so as to avoid overlapping and duplication of efforts; to rent, acquire in any manner for use, or own, maintain and operate place or places suitable for exhibition galleries, and such other premises as may be necessary, convenient and proper to accomplish the educational purposes stated herein; to effect all arrangement desirable and necessary for stimulating and fostering public participation in cultural activities and organizations, and for disseminating the knowledge and product of such cultural activities to the public by all means known to art and science; to solicit, accept, hold and administer contributions received by gift, deed, will, ordinance, statute or otherwise, as well as the proceeds of admission charges, either in trust or otherwise; to own, hold, operate, and administer real and personal property and generally to do all things necessary and proper to accomplish the educational purposes herein stated and permitted by the laws and statutes pertaining to nonprofit corporations.

Section 2: No substantial part of the activities of the corporation shall be devoted to carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene (including the publishing or distribution of statements) in any political campaign in behalf of any candidate for public service; the corporation shall not engage in any transaction prohibited by Section 503 (c) of the Internal Revenue Code of the United States as now enacted or as it may hereafter be amended; the corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided in Section 504 of the Internal Revenue Code of the United States as now enacted or as it may hereafter be amended.

ARTICLE III MEMBERS

Section 1: Active membership to the Mid-Missouri Artists, Inc., shall be open to the public with no restrictions as to age, sex, color, religion, or national origin.

Section 2. Annual dues shall be set by the Board of Directors. Dues are payable in advance on or before January 1 of each year.

Section 3: Those who wish to contribute to the Mid-Missouri Artists, Inc., and do not wish to be active members shall be called associate members, which will be classified as follows: Booster, Patron, Commercial, or Commercial Art Patron. The contribution amount for each level will be set by the Board of Directors. An associate member is entitled to the same benefits as an active member with the exception of voting and holding office.

Section 4: If a member's dues are in arrears as of July 1, that member's voting rights shall be suspended until such time as dues are paid.

ARTICLE IV BOARD OF DIRECTORS

Section 1: Elected officers shall consist of President, First Vice President, Second Vice President, Secretary, and Treasurer and shall be known as the Board of Directors. Chairpersons of standing committees shall be appointed by the president. Elected officers and appointed chairpersons shall serve for a term of one year from January 1 through December 31 with the exception of the President who will, in addition to the regular term, serve in an ex-officio capacity with the newly elected officers for six months following the term of office.

Section 2: All matters recommended by the Board shall be subject to approval by a vote of the general membership.

Section 3: Board will convene prior to general membership meeting as necessary and at direction and notification of the President. Board members will be notified three days prior to date of a Board meeting. Quorum will consist of two-thirds of Board members.

Section 4: Regarding elections, a slate of nominees for the five elected offices shall be presented by the Nominating Committee to the general membership at the October meeting. The Nominating Committee shall consist of a minimum of three members appointed by the President. Nominations can be made from the floor at the November meeting. All officers may succeed themselves in office. Elections shall be held at the November general membership meeting, election to office to be determined by a simple majority of those present. Installation of the newly elected officers will be held at the general membership meeting in December.

Section 5: The Standing Committees are as follows: (1) Finance (2) Social (3) Art Shows (4) Newsletter and (5) Public Relations. The Chairpersons of these committees shall attend Board of Directors meetings as requested by the President.

ARTICLE V DUTIES OF OFFICERS

Section 1: **The President** shall preside at all meetings, appoint committee chairpersons as prescribed or needed; shall not have the right to vote except in the case of tie; shall be ex-officio member of the Public Relations Committee; and shall see that all objectives as indicated in the purpose of the organization of Mid-Missouri Artists, Inc. are fulfilled.

Section 2: **First Vice President** shall be responsible for external affairs of the organization; shall be directly responsible for the following committees: (1) Programs (2) Newsletter (3) Public Relations (4) Art Shows, and shall be responsible for carrying out orders of President in official capacity when affecting the purpose of the organization and shall preside during meetings in the absence of the President.

Section 3: **Second Vice President** shall be responsible for internal affairs of the organization; shall be directly responsible for the following committees: (1) Finance (2) Social (3) Classes and Workshops, and shall be responsible for carrying out commands of the President when in the interest of the organization and shall preside during meetings in the absence of both the President and First Vice President.

Section 4: **Secretary** shall be responsible for taking minutes at all meetings, shall receive and respond to correspondence concerning the organization; shall maintain up-to-date roster of active and associate members for mailing purposes and reference. In the absence of the Secretary, the President shall appoint a member to record the minutes.

Section 5: **Treasurer** shall be responsible for collecting and dispersing of funds upon receipt of voucher; shall pay all expenditures by check; shall maintain accurate record of paid membership; shall give oral report at all meetings and written report upon request. An annual audit shall be conducted by a three-person audit committee appointed by the President with the audit completed by February 15. At the discretion of the auditing committee, an audit may be performed by a Certified Public Accountant.

Section 6: **Standing committees** shall consist of the following committees, and their duties shall be as stated: (1) **Finance Committee** shall be responsible for projects to provide income for the organization with the exception of the dues; (2) **Social Committee** shall be responsible for providing refreshments at the membership meetings and for planning social functions, including the installation of officers; (3) **Art Shows Committee** shall plan, schedule and coordinate all art shows provided by this organization; (4) **Program Committee** shall be responsible for providing a program of interest to artists and those interested in art at each general membership meeting; (5) **Newsletter**

Committee shall be responsible for collecting data and providing a monthly newsletter to keep its membership informed of the organization's activities in progress; and (6) **Public Relations Committee** shall be in charge of all public relations and press releases in regard to advertising for the organization and building its image. (7) **Classes Committee** shall plan and schedule classes and workshops in Fine Arts and related subjects. In addition to the above standing committees, there shall be a (8) **Historian** and (9) **Parliamentarian**.

ARTICLE VI MEETINGS

Section 1: The regular meeting of the Mid-Missouri Artists, Inc. shall be the last Thursday of each month 7:00 p.m. or at a date and time specified by the Board of Directors.

Section 2: Special meetings can be called by the President or by the Board of Directors and shall be called upon written request of ten members of the organization. Except in cases of emergency, at least three days notice shall be given for called special meetings.

ARTICLE VII PARLIAMENTARY AUTHORITY

The rules contained in the current edition of "Roberts Rules of Order Newly Revised" shall govern the Mid-Missouri Artists, Inc. in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

ARTICLE VIII AMENDMENT OF BYLAWS

These bylaws can be amended at any regular general membership meeting by a two-thirds vote of those present provided that the amendment has been presented at the previous regular meeting.