

TRAIL'S END ART ASSOCIATION BYLAWS - 2009

Article I. Organization Name and Purpose

This corporation, known as Trail's End Art Association (TEAA), is organized for educational, charitable, and scientific purposes allowable under Section 501c (3) of the Internal Revenue Service Code. Specifically, its purposes are to provide educational opportunities in the fine arts, to foster creation of original fine art in all media, and to enhance enjoyment of art by the community.

Article II. Non-Profit Status Prohibitions

No part of the net earnings of TEAA shall be used to the benefit of, or be distributed to its members, trustees, directors, officers, or other private persons except that the TEAA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501c(3) purposes. No substantial part of TEAA's activities shall be involved in propaganda or otherwise attempting to influence legislation. Further, TEAA shall not participate, or intervene in the publishing or distributing of statements in any political campaign for any candidate for public office.

Notwithstanding any other provision of these articles, TEAA shall not carry on any other activities not permitted by a corporation exempt from Federal income tax under Section 501c(3) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code).

Article III. Dissolution

Upon dissolution of TEAA, assets shall be distributed for one or more exempt purposes with the meaning of Section 501c (3) of the Internal Revenue Code, i.e., charitable, educational, religious, or scientific 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.

However, if named is no longer a qualified recipient, or unwilling or unable to accept the distribution, the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501c(3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code.

Article IV. Fiscal Year

The fiscal year for TEAA shall be January 1 through December 31.

Article V. Anti-Discrimination

TEAA prohibits discrimination in all its programs and activities on the basis of race, color, national origin, gender, religion, age, disability, political beliefs, sexual orientation, and marital or family status.

Article VI. Anti-Harassment

TEAA prohibits verbal or physical conduct, requests, or advances of a sexual nature when this conduct, explicitly or implicitly affects an individual's membership, unreasonably interferes with a member's creative activities, or creates an intimidating, hostile, or offensive environment.

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Article VII. Officers and Board

The board shall consist of the elected officers: President, First Vice-President, Second Vice-President, Secretary, Treasurer, one (1) member-at-large; and the immediate Past President. The board may appoint an additional voting member crucial to the operation of TEAA and the Art Center. Each of the elected members and the appointed member has a vote except the President who may vote only to break a tie. The immediate Past President is an ex-officio member and does not have a vote. If a vacancy occurs, the remaining Board members shall elect a substitute.

Officers shall be elected for a term of 1 year. Elections shall be held in November with balloting by mail. New officers shall be initiated in December and take office in January.

Article VIII. Duties of TEAA Board and Officers

The Board of TEAA shall oversee the operation of the organization, set policy, and make recommendations for the good of the organization subject to approval of a majority of the members.

☐ The President shall:

- Preside at all board meetings, general and special meetings
- Oversee administration, operation, and activities of TEAA
- Provide support and assistance to TEAA members.
- Bring new ideas to improve the workings or organization of the TEAA for the board's consideration or approval.
- Duties will include the approval of federal and state tax reports, obtaining adequate insurance coverage, maintaining appropriate records, approving expenditures, etc.
- Develop an annual budget with the treasurer

☐ The First Vice-President shall:

- Serve in the absence of the president
- Research subjects on which the president and the board need more information
- Support and encourage volunteer committee membership

☐ The Second Vice-President shall:

- Be responsible for membership and membership records in cooperation with the treasurer
- Maintain a current member roster up-dated quarterly
- Provide members with a current roster
- Maintain records to determine each member's status on a monthly basis
- Send a mid-March Reminder Letter to those who have not yet renewed their memberships
- Maintain and distribute a New Member Packet to each new member
- Maintain an adequate supply of TEAA brochures for prospective members

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☐ The Secretary shall:

- Take and record minutes from board, general, and special meetings
- Submit board and special meeting minutes to board members
- Submit general meeting minutes to the newsletter for publication
- Maintain the files of TEAA business

☐ The Treasurer shall:

- Be responsible for the financial affairs of TEAA and keep monies deposited in the bank in the name of the association
- Disburse monies using checks signed by the treasurer and the president or other authorized board member to pay bills and authorized expenditures (expenditures over \$100.00 must be authorized by the board)
- Receive and deposit membership payments, various donations, and payments for special activities
- Use the "Cash" method of maintaining TEAA financial records
- Maintain a checking account and a building fund account (\$2,500.00 or more to be used exclusively for the maintenance and repairs of the Art Center and its surrounds)
- Prepare and file federal and state tax returns
- Submit quarterly financial statements to the board, monthly statements to the membership at the general meetings, and other fiscal information to the president and board upon request
- Be responsible for the safekeeping of all TEAA documents including title to the building and land, bonds, maps, mortgages, checkbooks, and others relating to the assets and liabilities of TEAA
- Keep the file of treasurers' reports, copies of all tax records, copies of 501c(3) records

☐ The Member-at-large shall:

- Be available to the membership as liaison with the board
Support the board and be responsive to members' issues and concerns
- Welcome New members and perform or arrange orientation
- Supervise receptions and potlucks with the standing Hospitality committee

Article IX. Nominations and Election of Officers

A Nominations Committee will be organized in September and/or October to recruit qualified members for becoming officers in the coming year. Members may inform the Nominations Committee of their intent to run for office. The Nominations Committee shall prepare and mail a ballot to members by mid- October, requesting that ballots be returned on or before the first Friday in November.

Article X. Membership and Liability

Membership requires the timely payment of dues. The amount of the dues shall be set by the board and approved by a majority of the members. Memberships may be either individual or family. Members are required to sign a waiver of liability prior to exhibiting artwork in TEAA-sponsored art exhibits. Membership in "good standing" implies fully paid dues, a commitment to the purposes of TEAA and adherence to the By-laws of TEAA.

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Members may NOT

- solicit funds on behalf of TEAA without prior approval of the TEAA Board
- withhold TEAA funds from the Treasurer without prior approval of the Board
- spend TEAA funds without prior approval from the President and the Treasurer
- represent TEAA in any other organization without prior approval from the Board
- engage in conduct that would threaten the general welfare of TEAA

In the event of documented egregious conduct against TEAA or its members, the board may suspend or revoke membership.

Article XI. Meetings and Quorums

General membership Meeting

- General membership meetings shall be held no more than monthly, nor less than quarterly
- General meetings are conducted according to "Robert's Rules of Order, 10 Edition" or most recent edition
- Passing a motion requires a simple majority of the members present

The General meeting shall include, but not be limited to

1. Call to order
2. Approval of minutes
3. Reports from executive officers, treasurer, committees, etc.
4. Unfinished business
5. New business
6. Adjournment

Special Meetings

- A special meeting may be convened at any time to consider one or more items, including urgent problems that may arise
- With the exception of a motion of procedure, no other business may be conducted in the meeting
- Each member must be notified in advance regarding the purpose, agenda, date, time, and location of the meeting
- When an emergency arises that requires immediate action that would normally require general membership approval, any action taken must be ratified by the general membership attending the next regular meeting

Board Quorum

- A board quorum must include at least one presiding officer and the secretary or record keeper
- A quorum of voting members of the board consists of one more than 50% of the total membership

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General Meeting Quorums

A quorum of general membership is not necessary except when there are

1. Changes in association bylaws
2. Serious matters which concern or threaten the general welfare of TEAA as determined by the board

In those instances, a quorum vote of general membership may include attendees and proxy voters as noted below.

1. A member may choose to give his/her proxy to another member or to the board of directors.
2. Proxy votes may be used for all votes on business matters except election of officers as outlined elsewhere.

Article XII. Committees

Definition

A committee is a body of one or more persons, elected or appointed by the board to consider, investigate, and/or take action on certain matters or subjects.

Unless otherwise requested by the board, the chairperson of a committee (or his/her designee) shall inform the board of its progress prior to reporting to the assembly at a general meeting.

A committee is generally understood to have less authority to act independently than the board and may be empowered to act for the entire assembly only on specific, written instructions from the board.

The president is considered an ex-officio member of all committees and may attend or participate in all committee meetings.

A committee may conduct its business as long as a majority quorum (not including the president) is present.

Standing Committees

A Standing Committee performs a continuing function and remains in existence permanently, or until disbanded by membership.

Members of standing committees serve for a term corresponding to the term of officers/board, or until their successors have been chosen.

A Standing Committee must be constituted by name in the bylaws.

Other Standing Committees may be added as amendments to the bylaws.

The board may:

- Appoint the chairperson and the committee members, or
- Appoint only the chairperson and he/she may appoint the members, or
- Appoint the members who will then elect their chairperson, or
- Ask for volunteers to be chairperson and/or committee members, or ask
- Chairpersons to fill committee vacancies.
- The board will supply committees with necessary budgets.

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Standing Committees of TEAA include:

Annual Judged Show Committee

The purpose of this committee is to plan and implement all aspects of the Annual Judged Show. This committee will coordinate with gallery, hospitality, building maintenance, and public relations committees.

Shall keep and file annual Judged Exhibition records of participants, awards, and donations.

Building Maintenance Committee

The purpose of this committee is to maintain, improve, and repair the building's interior and exterior, furnishings, appliances, and systems.

Communication Committee

The purpose of this committee is to notify members by telephone or e-mail of scheduled meetings and events, meeting or event changes, and special circumstances that require notification.

Display Manager

Maintain bulletin board and keep card racks and shrink-wrap art in the gallery up-to-date.

Gallery Manager

The purpose of this position is to oversee the monthly exhibits, gallery schedule, and sales of artists' work.

Gallery Committee

The purpose of this committee is to work with the Gallery Manager and to oversee monthly shows in the gallery and classroom.

Garden Committee

The purpose of this committee is to beautify and maintain the TEAA grounds.

Historical Scrapbook Manager

The purpose of this position is to maintain, and make available to members, an historical scrapbook of newsletters, documents, photos, etc.

Hospitality Committee

The purpose of this committee is to plan, host, and provide whatever is necessary for gallery show receptions and meeting potlucks.

Newsletter Committee

The purpose of this committee is to regularly compile information pertinent to TEAA, write it in newsletter form and distribute it to all members

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Office and Rental Manager

The purpose of this position is to handle rental inquiries, applications and schedule. This function must be coordinated with the president and the board.

Publicity Committee

The purpose of this committee is to increase awareness of TEAA through a variety of media, showcasing events and opportunities for the public and for artists. Oversee the publication and distribution of the schedule of classes, workshops, meetings, special events, and the gallery exhibits.

Sunshine Manager

The purpose of this position is to oversee acknowledgment of special events in members' lives and to act as corresponding secretary at the discretion of the board.

Supply Committee

The purpose of this committee is to maintain storage areas and ensure that TEAA is provided with regularly needed supplies.

Special Committees such as Summer Workshops, Kids Camp, Special events

A special committee is appointed as needed to carry out a specific task. Upon completion of the task and presentation of final report to the membership, a special committee automatically ceases to exist.

A special committee can be appointed with approval of the board.

Article XIII. Amendments and Changes

These bylaws may be amended or repealed or new bylaws adopted by a two-thirds (2/3) vote of the members present at the annual meeting or a special meeting called for this purpose, provided that notice of the proposed changes shall have been given to members no less than seven (7) days prior to the proposed meetings. Corrections and additions to the bylaws will be voted on at general membership meetings.

These changes were presented and adopted on _____, 2009