

# BYLAWS

## OF WICKFORD ART ASSOCIATION Revised 2013

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### **ARTICLE I: General**

These Bylaws are intended to supplement and implement applicable provisions of law and of the Certificate of Incorporation of the Wickford Art Association (the "Association").

The Purpose of the Association shall be to educate, encourage and inspire its membership, the local arts community and the general public and to promote fine arts in the community.

Robert's Rules of Order are hereby adopted as the rules of procedure for the conduct of all meetings. If there is any conflict between Robert's Rules of Order and the provisions of these Bylaws, then the Bylaws shall control.

### **ARTICLE II: Offices**

The principal office of the Association shall be located at the Gallery, 36 Beach Street, North Kingstown, State of Rhode Island, or at such place as the Board of Directors shall from time to time designate.

### **ARTICLE III: Membership**

**Section 3.1 Eligibility.** The Association shall have six (6) membership Classes: Juried Artist (JAM), General Artist (GAM), Life, Community, Student, and Patron.

**General Artist Member:** Any person interested in the arts or actively engaged in any of the accepted branches of the arts can become a member upon application and payment of the annual dues as established by the Board.

A GAM may become a Juried Artist after six (6) months and completion of the requirements for JAM membership as set by the Board.

**Juried Artist Member:** A GAM who has been judged to merit the distinction of Juried Artist by completing satisfactorily the requirements set by the Board.

**Life Member:** Any member who is recognized by the Board for long and/or distinguished service to the WAA. Past presidents shall automatically become Life Members at the end of their term as president.

**Community Member:** a non-artist member who wishes to support the Association and participate in its activities.

**Student Member:** a member who is currently a student with valid student identification. Membership to this class ceases when the status as student ends.

**Patron:** a member who has, in the determination of the Board, distinguished him/herself through substantial financial support of WAA. Community, Student and Patron members may not become JAM members unless they change their status to GAM and complete the requirements for JAM membership herein described.

#### **Section 3.2 Transferability/Good Standing.**

Membership shall not be transferable. Good standing shall mean being current in dues payment.

**Section 3.3 Term of Membership.** The term of any member shall be as established by the membership class enrolled in; lifetime members until voluntary resignation. A member may resign at any time by mailing or delivering written notice to the Secretary of the Association: resignation shall take effect when such notice is delivered unless the notice states a later effective date.

**Section 3.4 Annual Meeting.** A meeting of the members shall be held annually, for the election of Directors and the transaction of other business as may properly come before the members, in the third week of September.

**Section 3.5 Special Meetings.** Special meetings may be called by the President at the President's discretion or on written notice by five members of the Association. No business shall be transacted at any special meeting except that for which the meeting was called.

**Section 3.6 Regular Meetings.** At least one regular meeting of the members shall be held each September and other Regular meetings may be held as determined by resolution of the members or of the Board of Directors.

**Section 3.7 Place and Time of Meetings.** Meetings of the members shall be held at the Gallery and at such hour as may be fixed in the notice of the meeting.

**Section 3.8 Notice of annual, Regular and Special Meetings.** Notice of each meeting of the members shall be sent out and shall state the date, time and place of the meeting and, if it is a special meeting, shall indicate the purpose or purposes for which the meeting is being called. Notice of any annual or regular meeting need not indicate the purpose or purposes for which the meeting is being called, except that, unless stated in a written notice of such a meeting, (i) no

adoption, amendment or repeal of the Association's Certificate of Incorporation or these Bylaws, and (ii) no matter, other than the election of directors at an annual meeting, may be brought up which expressly requires the vote of members pursuant to the Rhode Island Non-stock Corporation Act.

Notice of any meeting shall be given to each member entitled to vote at such meeting. The notice shall be given by mail, private carrier, email or facsimile two weeks prior to the date of the meeting.

When an annual, regular or special meeting is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment.

**Section 3.9 Members' List for Meeting.** After the Board of Directors has fixed a record date for the Annual meeting, an alphabetical list of the names of all of the members who are entitled to notice of the meeting shall be prepared. The members' list shall be made available to the membership seven (7) days prior to the date of the meeting.

**Section 3.10 Proxies.** Proxy voting by members shall be prohibited.

**Section 3.11 Quorum.** A quorum shall be 5% of the membership.

**Section 3.12 Vote.** Each member shall have one vote. Wherever action is to be taken by vote of the members, it shall, except as otherwise required by law or the Certificate of Incorporation, be by a majority of the votes cast by the members.

**Section 3.13 Presiding Officer and Secretary.** At any meeting of the members, if neither the President, nor a Vice President, nor a person designated by the Board to preside at the meeting shall be present, the members present shall appoint a presiding officer for the meeting. If the Secretary is not present, the appointee of the person presiding at the meeting shall act as secretary of the meeting.

**Section 3.14 Forfeiture of Membership.** Membership may be forfeited by nonpayment of dues or upon a majority vote of the Board for conduct which is determined to reflect negatively on the WAA.

- a. **Non-payment of dues.** Dues for the next year (July 1 to June 30) shall be payable June 30<sup>th</sup> of the preceding membership year. Notice of non-payment shall be sent to the member at the last email or postal address supplied by the member no later than 30 days after the due date. Failure to deliver to the Association full payment of any arrearage on or before the 60<sup>th</sup> day after the due date shall result in the

removal of the member from the rolls and the automatic cancellation of membership. No notice of cancellation shall be given.

- b. **Conduct which reflects negatively on the Association.** Conduct which is deemed to reflect negatively on the Association shall be reported to the Board.

The Board shall review the report and if it determines by majority vote that the conduct reflects negatively on the WAA, it shall cause written notice of its determination and intent to consider termination of membership at its next Board Meeting. Such notification shall be sent to the member by certified mail.

The member shall have the right to request, in writing, delivered to the Association by certified mail within 30 days of the date the notice was sent the member, a hearing by the Board, with the member present. At the completion of a requested hearing or, if no request is received within the time period, at the next Board Meeting the Board shall vote whether the member has forfeited membership. The vote must be by a majority of the entire board. The member shall be notified promptly, in writing, of the Board's decision.

#### **ARTICLE IV: Board of Directors**

**Section 4.1 Power of Board of Directors and Qualification of Directors.** All corporate powers shall be exercised by or under the authority of, and the activities, properties and affairs of the Association shall be managed by or under the direction of the Board of Directors. A Director need not be a resident of the State of Rhode Island.

**Section 4.2 Number of Directors.** The number of Directors constituting the entire Board of Directors shall be nine (9), four (4) of whom shall be the elected Officers (Article VII). The number of Directors may be increased or decreased by action of the Board of Directors.

**Section 4.3 Election and Term of Directors.** The Board of Directors shall, starting with the first Annual Meeting after 2013, be a staggered Board, divided into two groups. At the first Annual Meeting of the members after 2013, the members shall elect or re-elect Directors to replace those Directors whose terms are expiring. Five of the elected or re-elected Directors shall serve a term of two years and until his or her successor is elected and four of the elected or re-elected Directors shall serve an initial term of one year and until his or her successor is elected. Thereafter, each Director shall serve a term of two years. If the

number of Directors is changed by the Board of Directors in accordance with the Bylaws, any increase or decrease shall be apportioned among the classes of Directors so as to maintain the number of Directors in each class of Directors as nearly equal as possible.

**Section 4.4 Term limits.** No Director shall serve more than three consecutive full terms.

**Section 4.5 Removal of Directors.** Except as may otherwise be provided in the Certificate of Incorporation, any one or more of the Directors may be removed for cause at any time by action of the Board of Directors in closed session with the right of the Director under consideration for removal to be present at all proceedings EXCEPT during the deliberation phase. A Director may be removed only at a subsequent meeting called for that purpose, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the Director.

**Section 4.6 Resignation.** Any Director may resign at any time by delivering written notice to the Board of Directors, its President, or the Secretary of the Association. Such resignation shall take effect when such notice is so delivered unless the notice specifies a later effective date.

**Section 4.7 Newly-Created Directorships and Vacancies.** Newly created directorships, resulting from an increase in the number of Directors, and vacancies occurring in the Board of Directors for any reason, shall be filled by the Board. Such vacancy shall be filled for the unexpired portion of the term, if applicable.

**Section 4.8 Meetings of the Board of Directors.** An annual meeting of the Board of Directors shall be held each year directly after the annual meeting of the members for the election of officers. Regular meetings of the Board of Directors shall be held at such times as may be fixed by the Board. Special meetings of the Board of Directors may be called at any time by the President of the Board or upon request of at least one-third of the members of the Board of Directors.

Regular meetings of the Board of Directors shall be held once a month at a minimum of ten times a year. Notice of each such Regular meeting shall be published at least fourteen (14) days prior to the meeting.

Notice of each Special meeting of the Board shall be sent out two days before the date of the meeting and shall state the purpose or purposes for which the meeting is called.

**Section 4.9 Quorum of Directors and Voting.** A majority of the number of Directors prescribed in Section 4.2, but in no event fewer than five, Directors shall constitute a quorum for the transaction of

business. The vote of a majority of the Directors present at the meeting shall be the act of the Board.

Voting by proxy is not permitted.

**Section 4.10 Meetings by Conference Telephone.** Any one or more members of the Board of Directors may participate in any meeting of the Board by, or conduct the meeting through the use of, any means of conference telephone or similar communications equipment by which all Directors participating in the meeting may simultaneously hear each other during the meeting. A Director participating in a meeting by such means is deemed to be present in person at the meeting.

**Section 4.11 Compensation of Directors.** No Director shall receive compensation for services rendered to the Association in such capacity, but Directors shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board shall determine. Directors may receive reasonable compensation for services performed in other capacities for or on behalf of the Association pursuant to authorization by the Board of Directors, subject, however, to Article IX of the Bylaws.

**Section 4.12 Minutes.** The Secretary shall record or arrange to be recorded the minutes of each meeting of the Board of Directors and upon adoption by the Board of Directors at the next Regular meeting shall retain such minutes with the permanent records of the Association.

## **ARTICLE V: Committees**

**Section 5.1 Committees.** The Board of Directors may create one or more committees and appoint one or more members of the Board to serve on them. The creation of a committee and the appointment of Directors to a committee shall be approved by a majority of all the Directors in office when the action is taken.

## **ARTICLE VI: Board Nominations**

**Section 6.1** A Nominating Committee of three Juried Artist Members shall be appointed by the President to prepare a list of nominees for all vacant positions on the Board of Directors, including the four officers. The list is to be published not less than 15 days prior to the election and is to be provided to each member.

## **ARTICLE VII: Powers and Duties of Officers.**

**A. President.** The President shall preside at each meeting of the Directors and shall have such powers and duties as usually pertain to the office of President

and shall perform such other duties as may from time to time be assigned to him or her, or specifically required to be performed by him or her, by these Bylaws, by the Board of Directors or by law. In general, the President shall consult with and advise the Gallery Director with respect to the achievement of the mission of the Association.

B. *Vice-President.* In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Directors.

C. *Secretary.* The Secretary shall be responsible for preparing and maintaining custody of minutes of all meetings of the members and of the Board of Directors and for authenticating and maintaining the records of the Association, and shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary.

D. *Treasurer.* The Treasurer shall have the custody of, and be responsible for, all funds and property of the Association. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Association, and shall deposit all monies and other valuable property of the Association in the name and to the credit of the Association in such banks, trust companies or other depositories as the Treasurer may designate, subject to approval of the Board of Directors. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He or she shall at all reasonable times exhibit the books and accounts to any officer or Director of the Association, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board.

#### **ARTICLE VIII: Gallery Director**

**Section 8.1 Gallery Director.** The Gallery Director shall serve at the pleasure of the Board of Directors. The Gallery Director shall see that all order and resolutions of the Board of Directors are carried into effect. The compensation and terms of employment of the Gallery Director shall be determined at least annually by the Board of Directors. The Board will meet

in executive session to evaluate the Gallery Director's performance and decide upon the annual salary of the Gallery Director.

#### **ARTICLE IX: Directors' Conflicting Interest Transactions**

##### **Section 9.1 Conflicts of Interest; Adoption of Policy.**

The Association shall adopt a conflict of interest policy to assure that any potential "Directors' Conflicting Interest Transaction" shall be avoided.

**Section 9.2 Disclosure; Annual Review of Policy.** The conflict of interest policy shall be reviewed by the Board at least annually. At the time of their election or appointment, each Director or officer of the Association shall be asked to complete a disclosure statement identifying all related parties of the Director or officer who have a conflicting interest with respect to any transaction between such person and the Association. These statements shall be kept on file at the Association's office, and copies shall be distributed to all Board members for their reference. These statements shall be updated annually and any additions or other changes shall be made by the Director or officer in writing as they occur.

#### **ARTICLE X: Miscellaneous**

**Section 10.1 Fiscal Year.** The fiscal year of the Association shall be January 1 to December 31.

**Section 10.2 Checks, Notes and Contracts.** The Board of Directors shall determine who shall be authorized from time to time on the Association's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidence of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

**Section 10.3 Books and Records.** The Association shall keep at its office correct and complete books and records of the accounts, activities and transactions of the Association, the minutes of the proceedings of the members, the Board of Directors and any committee of the Association, and a current list of the members, Directors and officers of the Association and their business addresses. Any of the books, minutes and records of the Association may be in written form or in any other form capable of being converted into written form within a reasonable time.

**Section 10.4 Amendments to Bylaws.** Subject to the notice requirements of Section 3.7, the Bylaws of the Association may be adopted, amended or repealed in whole or in part by the affirmative vote of two thirds of the members present at a regular or special meeting at which a quorum is present.

