

Huachuca Art Association, Inc

BYLAWS

(as revised on 9-2-09, and approved at general meeting on 11-21-09)

ARTICLE I- NAME

This organization shall be known as the Huachuca Art Association, Incorporated, hereinafter called the Association, and shall be located in Sierra Vista, Arizona, and its environs. The mailing address shall be: Post Office Box 748, Sierra Vista AZ, 85636-0748.

ARTICLE II- PURPOSE

The purpose of the Association shall be to encourage and promote artistic growth in the community, with a major emphasis on the visual arts. This purpose shall be accomplished by the use of demonstrations, lectures, exhibits, and other educational activities, as well as by maintaining an art center to further such activities.

ARTICLE III- MEMBERSHIP

The Association shall have four (4) categories of active Members, and four (4) categories of supporting members.

SECTION 1. ACTIVE MEMBERSHIP will include all rights and privileges, including voting and holding office, unless specifically limited elsewhere in bylaws.

A. Individual membership is extended to persons interested in supporting the Arts, and in the Association's stated purpose of promoting the visual arts in the Sierra Vista area. Individual and family membership fees as well as those for special individual membership groups, such as juniors, seniors, etc., shall be as determined by the Board of Directors, so long as they do not reflect discriminatory practices prohibited by the IRS 5010 (3) rulings and laws. Individual members must be at least eighteen (18) to hold office and vote.

B. **FAMILY MEMBERSHIP** is extended to two (2) or more family members who reside at the same address, and are interested in the goals and activities of the Association. Only one copy of mailings will be sent per address. Each member of the family over eighteen (18) is entitled to vote on issues brought before the membership.

C. **INDIVIDUAL LIFE MEMBERSHIP** is extended to an individual for a one time membership fee of five hundred dollars (\$500) This fee entitles one to full membership privileges for life.

D. **HONORARY MEMBERSHIP** may be granted to an individual for a specified period of time, or for life, as a recognition of outstanding service to the Association. Such services must be documented and unanimously approved by the Board. An individual attaining the age of seventy (70), and having been a paid member for five (5) years, will be made an honorary life member.

SECTION 2. SUPPORTING MEMBERSHIP will be extended to individuals, families, groups, or organizations interested in supporting the activities of the Association. Donation levels for this type of membership will be determined by the Board, and appropriate recognition will be given to all such donations. Supporting memberships do not include the right to vote or hold office.

A. GROUP MEMBERSHIPS will be extended to any group or organization that has donated a group membership fee. Such memberships entitle the group to receive HAA informational mailings as well as consideration in using HAA owned materials and supplies. The membership is valid for the year in which the donation was made.

B. CORPORATE SPONSOR MEMBERSHIP will be extended to an organization or business contributing a corporate membership fee. The donor will receive recognition in the Association newsletter for the year in which the donation was made.

C. PATRON is an individual, family, group or business donating at the Patron level. They will be recognized in the Association newsletter for the year in which the donation was made.

D. INDIVIDUAL SUPPORTING SPONSOR MEMBERSHIP is available for a ten dollar (\$10) fee to anyone who just wants to keep informed of the Association's activities by receiving the newsletter.

SECTION 3. MEMBERSHIP APPLICATIONS AND FEES

A. Application for membership shall be submitted to the Membership Chair. Active membership applications shall be submitted on the Association membership form. The membership chair shall determine if the prospective member meets the requirements, and that the category of membership is correct. Acceptance by the Association of the membership fee constitutes acceptance of the applicant as a member.

B. The membership year shall extend from January 1 through December 31.

C. Memberships may be terminated or renewal of memberships denied for illegal actions against the Association, for unauthorized actions in the name of the Association, or for non-payment of Association fees. Such action of denial would require a two-thirds (2/3) vote of the Board of Directors.

ARTICLE IV-MEMBERSHIP MEETINGS

SECTION 1. An annual membership meeting shall be held each November, and shall be for the purpose of receiving reports of officers and committees, electing members to the Board and any other business that may be required.

SECTION 2. Special meetings may be called by the President of the Association, or by written request of ten (10) active members. The Association Secretary shall be instructed to notify all members with ten days notice prior to the meeting, in such manner as is available.

SECTION 3. QUORUM AND VOTING

A. A total of twelve (12) in combination of voting members present shall constitute a quorum at an annual or special meeting.

B. The majority vote of those members present plus absentee ballots carries or rejects the question of normal business unless otherwise specified by these bylaws. Bylaws and fee structures require a two-thirds (2/3) majority.

C. Voting may be in any fashion, except that if there is more than one nomination for officers or directors, the vote shall be by secret ballot.

ARTICLE V- OFFICERS

SECTION 1. There shall be four officers in the Association. They will be President, Vice President, Secretary and Treasurer. These officers will serve only two terms in the same office. Each term will be for two years only.

SECTION 2. DUTIES OF OFFICERS

A. The President shall:

- 1.) Preside at all meetings of the Association and Board of Directors.
- 2.) Appoint chairmen of committees (except the nominating committee) with the approval of the Directors.
- 3.) Be an ex-officio member of all committees except the nominating committee.
- 4.) Perform other duties incidental to the office of President.
- 5.) Shall see that all books, reports, and certificates required by law are properly kept and filed.
- 6.) Shall be one of the officers who may sign checks or drafts of the Association.
- 7.) Be familiar with the Bylaws and Articles of Incorporation.
- 8.) Keep the membership informed of the Association activities.

B. The Vice President shall:

- 1.) Assume the powers and duties of the President in the absence of the President.
- 2.) Assist the President in all ways.
- 3.) Succeed to the office of President in the event of a vacancy, and serve until the next annual membership meeting.
- 4.) Perform other such duties as may be assigned by the Board of Directors.

C. The Secretary shall:

- 1.) Be responsible for keeping records of Board actions, including taking minutes at all Board and membership meetings, and present them for approval at the next meeting.
- 2.) Send out meeting announcements, distribute copies of the minutes and agenda to each Board member and insure that corporate records are maintained.
- 3.) Have available at all meetings up-to-date copies of the Bylaws, standing rules, and procedures.

- 4.) Conduct the correspondence of the Association in accordance with the direction of the President and/or the Board of Directors.
- 5.) Perform other such duties as may be assigned by the Board of Directors.
- 6.) Shall be one of the officers who may sign checks or drafts for the Association.
- 7.) Following the installation of officers, file the names and addresses of the President and Secretary with the local Chamber of Commerce and Statutory Agent, and keep such information up to date throughout the year.

D. The Treasurer shall:

- 1.) Have oversight of all Association funds, insuring that disbursements are made only as authorized by the Board of Directors.
- 2.) Insure that all authorized bills are paid promptly by check.
- 3.) Insure that the Association checking account is balanced and reconciled, and that a monthly financial statement is prepared and distributed to the Board of Directors.
- 4.) Have oversight, along with the finance committee, of the Association books, and be authorized to sign checks.
- 5.) In consultation with the President and Committee Chairs, insure the preparation of a proposed budget to be presented at the January meeting.
- 6.) Perform other such duties as may be assigned by the Board.
- 7.) Insure that any contracts for services to the Association are prepared for Board approval. After final approval, insure that the contracts are signed and that file copies are maintained.
- 8.) Insure that the Finance Committee is provided with all information required.
- 9.) Receive and deposit dues and other income in the Association bank account.

ARTICLE VI- BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall be composed of the Officers of the Association and nine (9) directors.

A. The Directors will be elected at the annual membership meeting to serve for terms of two years, for which they may be re-elected once. After two years on the board, they will be eligible for an office. Five Directors shall be elected in even numbered years, and four shall be elected in odd numbered years. Directors shall take their positions on the Board immediately after being elected.

B. Director Duties: The Directors shall

- (1) Serve on the Board of Directors
- (2) Keep current with the activities of the Association
- (3) Attend Board meetings and be prepared to participate in decision making of matters brought before the board.

C. The board of Directors, hereinafter referred to as the Board, shall be the executive policy-making and administrative body authorized to carry out the purpose of the organization in conformity with the Articles of Incorporation and these bylaws. The Board may act for the membership in all matters except in those precluded by the bylaws.

D. Members of the Association shall act only through the Board on all matters relating

to the Association.

E. The Board shall adopt an annual budget based on that proposed by the Treasurer.

F. By virtue of his/her office, the President of the Association shall chair the Board, but may vote only in case of ties.

SECTION 2; MEETINGS

A. The Board shall meet at least monthly at a time and place set at the previous meeting, unless otherwise designated by the President.

B. A special meeting of the Board may be called by the President or by two (2) members of the Board. The members of the board must be given at least two days notice of the meeting by the Secretary.

C. Meetings of the Board shall be open to all members of the Association, but members other than the board shall not have a vote during the proceedings.

SECTION 3: Quorum and Voting

A. A majority of the Board as composed at the time of the meeting shall constitute a quorum for any Board meeting.

B. A majority of those Officers and Directors present carries or rejects a question unless otherwise precluded by these bylaws

C. When a decision of the Board is required immediately, and it is not practical to call a meeting of the Board, the President may take a ballot of the Board by mail, E-mail or by telephone, but such a vote must be confirmed by action, and recorded in the minutes at the next meeting. A majority of all members of the Board must vote in the affirmative for the proposal to carry.

SECTION 4. Vacancies on the Board

A. In the event of a vacancy in the office of the President, the Vice President shall succeed to the office and serve until the next annual meeting.

B. Vacancies on the Board, other than the President, shall be filled by the Board through nominations and vote by the remaining Board members, provided there is a quorum. Those elected shall serve the remainder of the term of the vacant office.

C. An officer or director may resign at any time, upon written notice to the Board. Three (3) consecutive unexcused absences from regular Board meetings and the annual membership meeting shall be deemed as a resignation.

D. Any director, officer, chairman or agent may be removed for cause by a two-thirds (2/3) vote of the Board

ARTICLE VI- ELECTIONS

SECTION 1: NOMINATING COMMITTEE

A. The nominating committee shall be appointed by the Board, and will consist of a chairman and two other members, at least one of which will be a member of the board.

B. The nominating committee may fill any vacancies within this committee.

C. The nominating committee shall present a slate of at least one person for each officer and director position. Those selected must have given their consent to be nominated.

give D. The chairman shall appoint two persons to collect and count the ballots. They will give the results to the chairman, who will announce the results, which will be placed in the minutes of the meeting.

E. The chairman of the nominating committee shall conduct the elections.

ARTICLE VII- COMMITTEES

SECTION 1.

Standing committees of the Association shall be a Finance Committee, a Membership Committee, a Program Committee, a Committee for Art in the Park, and an Audit Committee.

ARTICLE VIII- FINANCIAL ADMINISTRATION

SECTION 1. The Board may authorize any officer, administrator, director or committee chair to enter into contracts in the name of the Association. Such authority shall be confined to specific instances and purposes specified in writing by the Board, and recorded in the minutes

SECTION 2. The President, Secretary, and Treasurer shall have the authority to sign checks, with only 2 (two) signatures required on each check.

SECTION 3. The Treasurer shall authorize the disbursement of funds for the business expenditures of the Association. Expenditures in excess of fifty dollars (\$50), and not listed in the approved budget, shall be approved by the board prior to committment. The President may approve disbursement of funds up to fifty dollars (\$50).

SECTION 4. All funds of the Association shall be deposited to the credit of the Huachuca Art Association, Incorporated, in the bank or banks selected by the financial officers and approved by the Board.

SECTION 5. The Board may accept on behalf of the Association any gift, contribution, grant, devisee, or bequest. The full information shall be listed in the general ledger: the donor, the exact amount and designation of these funds.

SECTION 6. The Association Treasurer shall insure that an accurate accounting is kept of all funds that are received or disbursed in a ledger which may be inspected by any member of the Association by prior request. The accounting system used shall be subject

to approval by the Board.

SECTION 7. The Board has the responsibility of assuring that the financial records of the Association are complete and accurate.

SECTION 8. The Finance Committee shall be responsible for conducting an annual audit of the books, a report of which shall be presented at the next Board meeting, in a timely fashion, or at any time there is a change of Treasurer.

SECTION 9. The annual financial report shall be made available on request to all members.

SECTION 10. The fiscal year shall be the calendar year.

ARTICLE IX- STATUTORY AGENT

A Statutory Agent shall be hired by the Board to be Agent of the Association upon whom any process, notice or demand, required or permitted by law, is to be served. The Statutory Agent shall present any documents to the Board for action, and shall file all required annual reports to the Corporation Commission. The Secretary or Treasurer must notify the Corporation Commission upon the resignation or change of address of the Statutory Agent. The Statutory Agent shall have a record of the names and addresses of all Association members. The Treasurer shall insure that the Statutory Agent has all necessary information for filing annual reports

ARTICLE X-RULES OF ORDER

Procedures contained in Robert's Rules of Order, Revised, shall govern the Association, except when inconsistent with these Bylaws.

ARTICLE XI- INSURANCE

The Association shall carry at least a liability insurance policy.

ARTICLE XII- AMENDMENTS

These Bylaws may be amended at the Annual Membership Meeting, or at a special meeting called for this purpose, by a two-thirds (2/3) affirmative vote of the members either present or voting by absentee ballot, provided that the amendments have been made available to the membership not less than ten (10) days before the meeting at which such action is to be taken.

These are the HAA Bylaws as amended on _____ and signed by

Edie Manion, President

Liz Horning, Secretary