

BYLAWS OF ASSOCIATED ARTISTS OF WINSTON-SALEM, INC.

ARTICLE I

PURPOSES OF THE CORPORATION AND GENERAL REGULATORY PROVISIONS:

Section 1. The objects and purposes of the corporation are specifically to conduct and promote creative and educational activities in visual art by:

- (a) Furthering a greater appreciation of visual fine art in the community through art related programs, projects, juried art shows and exhibits primarily of local and regional artists.
- (b) Developing the potential and professional ability of the individual artist by providing educational programs and demonstrations of new and old techniques by recognized artists and educators.
- (c) Providing opportunities including study programs for members and sponsorship of programs in the public school system that increase knowledge and appreciation of the Visual Arts.
- (d) Providing opportunity to practicing artists for demonstrations, and critiques and presentation of their artwork.
- (e) Cooperating with other organizations in the community in development of visual art activities and other related educational activities.

Section 2. The general operation of the business of the Corporation shall be under the supervision of the Board of Directors.

ARTICLE II

BOARD OF DIRECTORS:

Section 1. The number of directors which shall constitute the Board of Directors shall consist of not less than 18 or more than 27 elected, voting directors.

Section 2. The elected members of the Board of Directors shall be elected by the Members of the Corporation entitled to vote at the annual meeting of Members each year in person or by proxy.

Section 3. The sitting President and the immediate past President shall be members of the Board of Directors and as such shall have the same responsibilities and rights as other Board members. This provision shall constitute an exception to the term limits in Section 4.

Section 4. Elected members of the Board of Directors shall be elected for a term of three years, to begin on July 1 following their election, except that certain Directors may be elected for shorter terms to insure staggered terms of the Board. No elected Director shall serve more than two successive three-year terms, but after an absence of one or more years from the Board a former Director may again be elected for up to two three-year successive terms.

Section 5. Vacancies among the elected Directors shall be filled by the Board of Directors. The period of the unexpired term to which the director is elected shall not be counted within the limitation of two successive terms.

Section 6. Regular meetings of the Board of Directors will be held monthly or as determined by the Directors. Special meetings may be called by the President or by the call of any five Directors. Minutes will be kept of all Board, Executive Committee and Standing Committee meetings.

Section 7. No notice need be given to regular meetings of Directors. At least seven days' notice shall be given for special meetings unless such notice has been waived by a majority vote of the Directors.

Section 8. At any meeting of Directors, a quorum shall consist of one third of the members of the Board of Directors. Any resolution adopted by a majority vote of the directors present, when a quorum is present, shall be binding upon the Corporation and shall be the act and deed of the Corporation.

Section 9. If a Director misses three consecutive regularly scheduled Board meetings without reasonable excuse as determined by the Board Development Committee (or Executive Committee in the absence of a Board Development Committee), such director may be removed by the vote of a majority of the other board members. (See Section 5) for provisions governing a vacancy on the Board.

Section 10. The duties of the Board of Directors shall be:
(a) To control and have general charge of the property of the Corporation.

Commented [DB1]: Capitalizations fixed – lower case the capital letters that do not belong (i.e. Corporation)
Bill made individual word changes
Several legal issues that Bill does not know the answer to
i.e. Proxy voting by members
Do we need a definition of proxy voting?

Commented [DB2]: Decide how headings should be – indented
Sections

- (b) To determine policies and administration of the Corporation in accordance with the bylaws of the corporation.
- (c) To supervise the conduct of all business affairs of the Corporation.
- (d) A closed meeting of the Board may be called by the President or Executive Committee for the purpose of considering issues related to personnel, property, merger, or grant allocations.

**ARTICLE III
ELECTION OF OFFICERS AND DUTIES OF OFFICERS:**

Section 1. The officers of the corporation shall be elected by the members of the corporation entitled to vote at the annual meeting of Members each year as provided in Article V. The Officers shall be the President, Vice President, Secretary, and Treasurer. The directors may name one or more additional Vice Presidents, Assistant Secretaries or Assistant Treasurers.

Section 2. The President and all other officers shall be selected from current or new members of the Board of Directors.

Section 3. A slate of nominees for the officers shall be presented to the membership at least seven days prior to the annual meeting. Additional nominations may be submitted in writing to the President of the Board by any member during this seven-day period providing the member has the consent of the nominee.

Section 5. All officers elected by the members shall hold office for one year and until their successors shall have been chosen and shall be eligible for reelection to a second term of one year, but no Officer except the Treasurer or an Assistant Treasurer shall serve in the same office for more than two consecutive years. A person shall be eligible for election to that same office after a lapse of one year.

Section 6. In the event of resignation of an officer before the expiration of his or her term, or any office becomes vacant for any reason, a replacement shall be named by the Board of Directors.

Section 7. Subject to Article II, Section 8, the President shall preside at all meetings of Directors and of members and shall have general supervisory control of the affairs and activities of the Corporation.

Section 8. The Vice President shall have such powers and perform such duties as shall at any time be delegated by the Board of Directors, and in the absence or disability of the President, shall, subject to the control of the Board of Directors, perform the duties of the President.

Section 9. The Secretary shall have responsibility for the seal, the minute book and such other books and records as may from time to time be required by the President or the Board of Directors. The Secretary shall record the proceedings of meetings of Members and of Directors and shall have such other power and perform such other duties as shall at any time be required by the Directors, or which shall be required by the applicable laws of the State of North Carolina.

Section 10. The Treasurer shall oversee the distribution, receipt and accounting of all funds of the Corporation, shall keep a detailed account of all monies received and expended and shall review all deposits in the account or accounts of the Corporation. The Treasurer shall supervise the preparation of a monthly financial report, all sales tax reports, and other reports of a similar nature, and shall also oversee the preparation of an annual budget.

Section 11. Any Officer, agent or employee of the Corporation may be required to give such security for the faithful performance of his duties as shall be determined by the Board of Directors, who shall also determine custody of any securities so given.

Section 12. The immediate past President shall have such duties as may be assigned to him or her by the President or Board.

ARTICLE IV

MEMBERSHIP:

The Corporation shall consist of the following classes of membership:
Associate, Juried, Life, Student, Patron and Sponsor.

Section 1. Associate Membership

Commented [DB3]: This language needs to be duplicated in Article II

Commented [DB4]: By email or US Postal Mail and include instructions for proxy voting.

Commented [DB5]: Remove.

If any nominee is unable or unwilling to serve, the board of directors shall elect a successor officer by a majority vote

Commented [DB6]: The language in Section 8 needs to be added to Section 7 – subject to the control of the Board of Directors

Commented [DB7]: Delete section 11

(a) Eligibility: Associate Membership shall be open to anyone over the age of 15 who supports and participates in the activities of the corporation.

Commented [DB8]: At least 15 years of age

(b) An Associate Member of the Corporation shall be entitled to:

- (1) Participate in all exhibits of the Corporation for which he or she qualifies.
- (2) Vote on all matters other than those relating to application of candidates for Juried membership.
- (3) Hold office in the Corporation.
- (4) Serve on Committees and accept other assignments from the President or the Board of Directors.
- (5) Assist in any volunteer jobs on an as-needed basis.

Section 2. Juried Membership.

(a) Eligibility: Juried Membership is open to any artist of at least 18 years of age, whether or not an Associate Member of the Corporation, who shall have successfully made application for Juried Membership.

Commented [DB9]: Of at least 15 years of age

(b) Rights: A Juried Member of the Corporation shall be entitled to those rights accorded an Associate Member, in addition to participation in Juried Member Exhibits in the media category in which he or she qualifies and other designated Juried Member Exhibits.

(c) Policies and procedures governing qualifications and requirements for Juried membership, for application, and for acceptance shall be determined by consensus of the Juried Member Review Panel and then brought to the Board of Directors for final approval.

Section 3. Life Membership

(a) Eligibility: Nominations for Life Membership may be made to the Board of Directors in writing by any member who would like to submit someone for this membership who has shown exceptional support and work for the benefit of the organization. The membership is awarded when the Board of Directors has reviewed this nomination and has voted approval for the nominee to receive this honor.

(b) Rights: Life members shall have all the rights and privileges of Associated Members and Juried Members (if they have made application for and have been accepted in that category).

(c) Life members are exempt from paying annual dues.

Section 4. Student Membership

(a) Eligibility: Student memberships are open to any full-time student age 15 or older who is enrolled in a public high school or any other accredited high school or institution of higher learning.

Commented [DB10]: At least 15 years of age

(b) Rights: Student members shall be entitled to all the rights and privileges of Associate members.

Commented [DB11]: Delete

Section 5. Patron and Sponsor Membership

(a) Eligibility: Patron and Sponsor memberships are open to any individual or business that supports AAWS at a higher level of giving than the dues level. These levels of membership may be set and changed upon the recommendation of the membership committee and the approval of the Board of Directors.

(b) Rights: Patrons and Sponsor members shall be entitled to all the rights and privileges of Associate members and to those of Juried Members (if they have successfully made application for and are accepted in that category). They shall be recognized in the yearbook of the Corporation and honored any other time it can be done appropriately during the activities of the Corporation.

Commented [DB12]: They shall be recognized in appropriate printed materials of the corporation

(c) Annual Membership: Patron and Sponsor memberships are annual in nature.

Section 6. Membership. The Board of Directors will set annual member dues for all classes of membership.

ARTICLE V

MEETINGS OF MEMBERS:

Section 1. Annual Meeting

(a) The regular annual meeting of the Members of the Corporation shall be held in June or other month designated by the Board of Directors, at a date, hour, and location designated by the Board.

(b) The purpose of the annual meeting shall be:

- (1) To elect Directors and Officers of the Corporation.
- (2) To inform the Members of the Activities of the Corporation during the preceding year.
- (3) To transact any other business brought before the meeting by the Board of Directors or by the Members.

Section 2. Special Meetings

(a) Special Meetings shall be held as determined by the Board of Directors and shall be at a time and place as determined by the Board of Directors.

(b) The Members shall be furnished with at least seven days' notice of a special meeting.

Section 3. Quorum.

(a) A quorum shall consist of ten percent of the total membership. For the purpose of voting, a member may be present in person or by proxy.

ARTICLE VI

EXECUTION OF DOCUMENTS AND FINANCIAL MATTERS:

Section 1. Debt

(a) All deeds, mortgages, Deeds of Trust, leases and evidences and indebtedness, and documents of a similar nature shall be signed by the President, or Vice President, and by the Secretary, provided however, that in the absence or the inability to act by the Secretary, the Treasurer may sign.

Section 2. All disbursements of the Corporation shall, so far as practicable, be paid by check, rather than by cash.

Section 3. The Board of Directors shall designate one or more banks or financial institutions as depositories of the funds of the Corporation.

Section 4. Notwithstanding the foregoing provisions of this Article VI, the Board of Directors may from time to time specifically authorize the execution of notes, agreements, certain designated checks, and documents of a similar nature by other officers or employees of the corporation, and such documents, signed in accordance with appropriate resolution of the Board of Directors, shall be in all respects binding upon the corporation.

Section 5. The Board of Directors shall cause to be prepared an annual budget each year which will be approved by the Board of Directors and will be the foundation for expenditures for the organization. A copy of the annual budget and a copy of the annual Treasurer's report will be on file for inspection by members at any time and will be presented at the annual meeting of the organization.

Section 6. Commissions. A percentage of the sales price of art works in shows specifically sponsored by the Corporation shall be set by the Board per event and paid to the corporation as commissions.

ARTICLE VII

STANDING COMMITTEES:

The corporation shall have the following standing committees:

Section 1. Executive Committee

(a) The Executive Committee shall consist of the President, the Vice President, the Secretary, the Treasurer and the immediate past President.

(b) The Executive Committee shall be empowered to act for the Board of Directors between meetings of the Board of Directors. Actions taken by the Executive Committee shall be reported to the Board of Directors at the next meeting of the Board of Directors. No actions shall be taken by the Executive Committee which shall be binding upon the Corporation except upon concurrence of at least one-half of the members of the Committee.

(c) The Executive Committee has the power to retain and employ an Executive Director under such terms and conditions set in the Personnel Policy.

Section 2. Board Development Committee.

Commented [DB13]: And communicated to members in writing (including by email) at least 7 days prior to the meeting. Such communication shall include the slate of officers and directors.

- (a) The Board Development Committee shall consist of at least three persons, to be appointed by the President and confirmed by the Board of Directors.
- (b) This Committee shall prepare each year a list of candidates for the Board of Directors to replace those whose terms shall expire at the end of the current fiscal year and a list of candidates for officers for the coming year. These lists shall be submitted to the Board at least 10 days prior to the Annual Meeting and to the Members at least seven days prior to the Annual Meeting.
- (c) The Committee will provide orientation for new Directors.
- (d) The Committee will annually review the Board member expectations and make appropriate updates.
- (e) The Committee shall propose candidates to fill any vacancies during the year.
- (f) This Committee will review the Bylaws every two years and recommend appropriate revisions.
- (g) The Committee will work to ensure Board commitment and conduct periodic assessments of the Board for effectiveness, Board member engagement and satisfaction and Board policies.

Section 3. Development Committee

- (a) The Development Committee will consist of at least three persons to be appointed by the President and approved by the Board of Directors.
- (b) The Committee shall coordinate the annual fundraising calendar, events, special needs, grants, donor appreciation, and friend-raising.
- (c) The Committee will develop long-term fundraising strategies.

Section 4. Marketing Committee

- (a) The Marketing Committee will consist of at least three persons to be appointed by the President and approved by the Board of Directors.
- (b) The Committee shall brand and promote AAWS and its activities, membership campaigns, annual appeals.
- (c) The Committee shall create and oversee all public communications coming from AAWS as well as perform public relations and media activities.

Section 5. Finance Committee

- (a) The Finance Committee will consist of at least three persons to be appointed by the President and approved by the Board of Directors.
- (b) The Committee shall provide financial oversight for the organization to include budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies and procedures.
- (c) The Committee will ensure proper external financial reviews for AAWS.

Section 6. Membership Committee

- (a) The Membership Committee will consist of at least three persons to be appointed by the President and approved by the Board of Directors.
- (b) The Committee will actively seek to grow membership, outreach, communication between the Corporation and members, and member engagement.

Section 7. Juried Member Review Panel

- (a) The Juried Member Review Panel shall consist of a chairperson and four members, appointed by the President and confirmed by the Board of Directors. Should a vacancy in the Committee occur, a replacement will be appointed by the Board. All members of the Juried Member Review Panel must be Juried Members of the Corporation.
- (b) The Juried Member Review Panel shall review all applications for Juried Membership, ensure that applicants for Juried Membership have satisfied all requirements, and shall decide acceptance or rejections of applications.

Section 8. Exhibitions Committee

- (a) The Exhibitions Committee will set guidelines, create or approve the prospectus and determine the theme for all long-term exhibits.
- (b) The Exhibitions Committee will meet on an as needed basis to schedule the calendar of exhibits in advance.

Section 9. Community Exhibits Committee

- (a) The Community Exhibits Committee will coordinate all community exhibits in local businesses, restaurants, etc. They will schedule installation and de-installation for all artists for each of the community partners.

Commented [DB14]: Shall consist of nine juried members, one of whom is the chairman to be selected by the committee, who are selected by a majority vote of all juried member in person or by proxy. The panel will fill any vacancies on that panel.

Commented [DB15]: A minimum of five panel members shall decide acceptance or rejection of the applicant.

(b) A member of the organization will act as head of the committee. The Community Exhibits Committee will meet on an as needed basis to discuss identifying new locations and general committee activities.

Section 10. The Corporation shall have such other Committees as shall be deemed necessary or desirable by the Board of Directors, which shall establish procedures for appointing Members to such committees.

ARTICLE VIII

AMENDMENTS TO THE BYLAWS

Section 1. The Bylaws of the Corporation may be amended or repealed or new Bylaws adopted at any regular or specially called meeting of the Membership of the Corporation. A written notice, prepared under the supervision of the Board of Directors, clearly stating the proposed change or changes, shall be sent to the Members at least ten days prior to such meeting. At such meeting, no change shall be made in the bylaws except as those set forth in the notice of the meeting. A quorum as provided in Article V., Section 3 (10% of the Membership) must be present or have provided a proxy and a majority of that quorum shall be necessary to effect a change in the Bylaws.

Commented [DB16]: Seven days

Section 2. The bylaws shall be reviewed every two years by the Board Development Committee.

Commented [DB17]: at least every five

ARTICLE IX

INDEMNIFICATION:

The officers and members of the Board of Directors will be indemnified to the fullest extent allowed by North Carolina statutes.

ARTICLE X

GENERAL PROVISIONS:

Section 1. Corporate Seal.

The Corporate Seal of the Corporation shall be circular in shape and shall bear the name of the Corporation and shall be in the form as is impressed on the margin of this page.

Section 2. Fiscal Year.

The fiscal year of the Corporation shall end on the 30th day of June in each year.

Section 3. Notice.

Whenever any notice is required to be given to any Director or Member by law, by the Articles of Incorporation or by these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time started therein, shall be equivalent to the giving of such notice.

Section 4. Contracts.

The Board of Directors may authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of an on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 5. Checks and Drafts.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, will be signed by such officer or agent of the Corporation and in such manner as shall be from time to time determined by resolution of the Board.

Section 6. Deposits.

All funds of the Corporation will be deposited to the credit of the Corporation in such banks or other depositories as the Board may select.

Section 7. Gifts.

The Board may accept on behalf of the Corporation any contribution, fit, or bequest for the general purposes or for any special purpose of the Corporation.

Section 8. Conflict of Interest.

The Board and its members will faithfully adhere to the written policies of the Corporation regarding the ethical duties and obligations to the Corporation, including without limitation, Board

member's duties to state potential conflicts of interest and actual instances of such, and thereby recuse themselves in such circumstances.

**ARTICLE XI
PARLIAMENTARY AUTHORITY:**

Where these bylaws are silent, the Board or acting Committee will conduct meetings in accordance with reasonable parliamentary procedures as it determines to be in accordance with contemporary practices among non-profit organizations.

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Revised: May 16, 1999 Approved: June 15, 1999 Annual Meeting

Article III Section 3 & 7 Revised May, 2001; Approved by Annual Meeting June 12, 2001.

Article III Section 2 Revised May, 2013, Approved by Annual Meeting, June 18, 2013

Article II, Sections 1-4, 6, 8-10; Article III, Sections 1, 3, 7, 9, 12; Article IV, Summary, Sections 1a, 2c, 3a, 4, 5a/b, 6; Article V, Section 1a; Article VI, Section 7, Article VII; Article VIII, Section 2; Article X, Sections 4-8; Article XI; General: modernize terminology from "Recording Secretary" to "Secretary": Approved by Annual Meeting, June 24, 2014