

# Essex Art League, Inc.

## Bylaws

### Article 1: Name

The name of the Corporation shall be "Essex Art League, Inc.", hereinafter referred to as the EAL.

EAL shall be registered as a non-profit "mutual benefit", not 501 (c) (3) status, corporation with the Secretary of the State, State of Vermont, with a Biennial Report Form filed by April 1st biennially, starting with 2010. This type of non-profit corporation is not eligible for tax exemption.

### Article 2: Purposes

The purposes of the EAL are to stimulate interest and activity in art, to have an interchange of ideas among artists and to educate and encourage each other through speakers, trips, exhibitions and social events. We will reach out to the community through our art. EAL business will be conducted at the monthly membership meetings.

### Article 3: Office

The registered Office of the EAL shall be the address of the duly appointed or elected Treasurer of the League.

### Article 4: Members

**Section 1.1 Membership:** The League is open to anyone in the area interested in any branch of art. A person may become a member of the EAL by paying the annual membership dues.

**Section 1.2 Dues.** Dues are for the calendar year of September 1 through August 31. Collection of dues will begin in May and become delinquent September 30. There are no prorated dues. One must be a dues-paying member to participate in exhibits. Those interested may attend two meetings without paying dues. After two meetings, dues must be paid to continue to attend. Caregivers for members may attend meetings without needing to

join as members. Prompt payment of dues is to be made to the Treasurer. Notification of dues overdue will be made by the Treasurer.

Annual dues may be changed by a majority vote at any meeting at which there is a quorum present. A quorum consists of one fourth of the members current on paying their dues. All members will be notified of any changes in dues.

**Section 2. Voting Rights:** Each member current on paying their dues shall be entitled to one vote on each matter submitted to a vote of the members.

**Section 3. Resignation:** Any member may resign by informing the Treasurer, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other changes accrued and unpaid. No dues will be returned.

**Section 4.1. Monthly meetings:** The EAL shall hold meetings on the first Thursday of each month from September through June.

**Section 4.2. Annual meeting:** The annual meeting of the members shall be held on the first Thursday of May each year, beginning at 9:00 a.m. for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors is not held on that day, the Board of Directors shall call a special meeting of the members as soon thereafter as is convenient. The meeting shall be held at the place specified in the annual meeting notice. It shall be held in Vermont.

**Section 5. Special meetings:** the EAL can hold a special meeting of members on call of the Board of Directors; or if at least 5% of the voting members sign, date, and deliver to any officer written demands for the meeting describing the purpose for which it is to be held.

**Section 6. Place of Meeting:** The Board of Directors may designate any place within the State of Vermont as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by a majority of the members may designate any place, either within or outside the State of Vermont, as a place for the holding of such a meeting. If no designation is made, or if a special meeting is otherwise called, the place of the meeting shall be where the monthly membership meetings are held in the City of Essex Junction, Vermont.

**Section 7. Notice of Meeting:** Written notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be made by email, first class mail, or telephone, whichever is more convenient, at least two days in advance of said meeting.

**Section 8. Quorum:** At least one-fourth of the total number of members represented in person, or by proxy, shall constitute a quorum at a meeting of members.

**Section 9. Proxies:** At all meetings of members, a member may vote by proxy.

**Section 10. Voting:** Any action that is proper for a special meeting may be conducted by written ballot in lieu of a meeting. In the election of directors, cumulative voting shall not be permitted.

**Section 11. Resolutions:** All resolutions offered for the consideration of the members shall be presented and open for discussion before the membership.

**Section 12. Rules:** Meetings of members shall be governed by Robert's Rules of Order, Newly Revised (1990).

## Article 5: Board of Directors

**Section 1. Powers:** The business and affairs of the EAL shall be managed by the Board of Directors. The Board may appoint committees for any purpose, including an executive committee that may exercise any of the authority of the Board.

**Section 2. Number, Tenure, and Qualifications:** The Board of Directors of the EAL shall consist of no less than five and no more than eight positions. Any position on the Board may be shared, with one vote per position. Directors shall be elected at the annual meeting of members, and the term of office of each Director shall be one year renewable or until the next annual meeting of the members and the election and qualification of his or her successor. Directors must be residents of Vermont and must be members of the EAL at the time of their election. The Directors will officially assume their duties immediately following the May membership meeting in the year they were voted in, and they will continue until the next May meeting the following year. Board members may be elected to serve in more than one Board position, having one vote per position. The President and Secretary position may not be held by the same person.

**Section 3. Annual Board of Directors Meetings:** An annual meeting of the Board of Directors shall be held within 30 days of the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of EAL in the absence of any designation in the resolution.

**Section 4. Special Meetings:** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors and shall be held at the principal office of the EAL or at such other place as the Directors may determine.

**Section 5. Notice:** Notice of any special meeting shall be given by at least forty-eight (48) hours before the time fixed for the meeting, by email, written notice delivered personally, or

mailed to each Director at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid, not less than three days prior to the commencement of the above- stated notice period.

**Section 6. Quorum:** A majority of the number of Directors fixed in these bylaws shall constitute a quorum for the transaction of business at a Board of Directors meeting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any action consented to in writing by every Director shall be as valid as if adopted by the Board of Directors at a duly warned and held meeting of the Board, provided such written consent is inserted in the minute book.

**Section 7. Voting:** Any action that is proper for a special meeting may be conducted by written ballot in lieu of a meeting.

**Section 8. Removal of absent directors:** Directors missing three consecutive Board meetings, including special meetings, are deemed removed, unless they were unable to attend due to health reasons.

**Section 9. Vacancies:** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**Section 10. Dues:** The Board of Directors shall establish the annual membership dues and other fees as needed to be assessed from the members. These dues shall be presented at a monthly membership meeting for a vote.

**Section 11. Rules:** Meetings of the Board of Directors shall be governed by Robert's Rules of Order, Newly Revised (1990).

## Article 6: Officers

**Section 1. Number:** The Officers, constituting the Executive Board of Directors for the EAL, shall be a President, Vice President, Secretary, and a Treasurer, each of whom shall be elected by the membership. The Officers for Publicity, Exhibits, Hospitality, and Membership may be designated by the Executive Board of Directors or by a majority vote of the membership no later than the annual membership meeting in May.

The business of this organization shall be managed by a Board of Directors. The following constitutes the entire Board of directors: President, Vice President, Secretary, Treasurer, Director of Publicity, Director of Exhibits, Director of Hospitality and Director of Membership.

**Section 2. Election and Term of Office:** The Officers of the EAL shall be elected at the annual meeting of the members, or at an earlier membership meeting if the slate of Officers is filled. If the election is not held at such a meeting, such election shall be held as soon as possible thereafter, as is convenient. Officers will assume their duties immediately following the May membership meeting of the year they were voted in and continue until the May meeting of the following year. Each Officer shall hold office until his or her successor has been duly elected and qualified or until his or her death, resignation, or removal in the manner hereinafter provided.

**Section 3. Vacancies:** A vacancy in any office because of death, resignation, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 4. Powers and Duties:** The powers and duties of the several Officers shall be as provided either in these bylaws or from time to time by resolution or other directive of the Board of Directors. In the absence of such provisions, the respective Officers shall have the powers and shall discharge the duties associated with such offices. The Secretary shall prepare minutes of all meetings of the members and the Board and shall authenticate the records of EAL upon request.

**Section 5. Salaries:** No salary shall be paid to any Officer or Director.

**Section 6.1. President:** The President shall preside at all meetings of the Board of Directors and shall be an ex-officio member of all committees. The President sees that the society runs smoothly and efficiently and in accordance with the bylaws by channeling information through each branch of the Board, thereby maintaining order and connection throughout the League. The President keeps abreast of the members desires and issues, and acts as a resource for conflict resolution. Above all, the President holds the vision of the Essex Art League in all decisions affecting its future direction.

**Section 6.2. Vice President:** The Vice President shall, in the event of the absence or inability of the President to exercise his office, become acting President of the organization with all rights, privileges, and powers.

The Vice President will work closely with the President and is prepared to fill in for the President as necessary, is well versed in all Board activities and takes on responsibilities as needed within the Board's structure as deemed necessary by the President. The Vice President prepares for potential succession should the presidency become vacant. This will ensure a smooth transition.

The Vice President will chair the program committee to meet in the summer to decide presenters for the monthly membership meetings for the following year.

**Section 6.3. Secretary:** The Secretary shall record the minutes of monthly membership meetings, with the times of such meetings and the proceedings. The secretary shall publish

minutes within a 30-day period to the Board of Directors, sent by email or by first class mail. The Secretary is also an active participant in the Board discussions and provides counsel and assistance where necessary.

The secretary shall record the minutes of all Board meetings showing the time and place, whether regular or special, how authorized, the notice given, the names of those present and the proceedings. The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors.

**Section 6.4. Treasurer:** The Treasurer shall cause to be kept and maintained adequate and correct amounts of the properties and business transactions of the EAL. The books of account shall always be open to inspection by any Director.

The Treasurer shall render to the President and Directors, whenever they request it, an accounting of the financial condition of the EAL, and have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these bylaws.

The Treasurer and the President are the stewards of the fiscal health of the League. The Treasurer shall manage the income and expenses of the League, the bank account, and credit/debit card. All records can be examined by any dues paying member privately with adequate notice to the Treasurer. The Treasurer shall write monthly checks and present them to anyone who is an approved speaker at the EAL events and meetings.

A budget shall be prepared by the Treasurer and the Board to be presented to the EAL. The Treasurer shall pay all debts of the League. Items greater than \$100 and less than \$300 shall be brought before the other Board members for approval. Any proposed expenditure greater than \$300 shall be brought before the membership for approval. The Treasurer should be prepared at each meeting to report on the condition of the treasury, including all disbursements and current balance.

The Treasurer shall acknowledge payment of dues, keep track of which members are delinquent in paying their dues, and notify those members of this status. At monthly membership meetings, the Treasurer shall keep count of members current on their dues at times of votes to be sure there is a quorum present. The Treasurer will send out a directory of members yearly.

**Section 6.5. Director of Exhibits:** The Director of Exhibits coordinates all facets of all exhibits with a volunteer team. This involves soliciting venues, hanging, and removing the shows, negotiating with galleries over commissions and standards for each exhibit. The Director makes sure that the quality and subject matter of the paintings meet the League's rules of exhibition. The Director acts as a representative to the Board of Directors.

**Section 6.6. Director of Publicity:** The Director of Publicity is responsible for contacting the media and keeping them up to date with the exhibits and shows the League is involved in

throughout the year. The Director will contact the webmaster to make information available on our website.

**Section 6.7. Director of Hospitality:** The Director of Hospitality will oversee the members participating in providing refreshments for all meetings and will oversee the kitchen for the EAL Holiday Party and June Picnic.

**Section 6.8. Director of Membership:** The Director of Membership will oversee the member's experience. Tasks may include but are not limited to maintaining a book of guests at meetings and sending follow-up emails. Once a guest joins EAL, the Director will email them the directory, program, and latest newsletter. The Director may initiate get-acquainted activities or questionnaires during meetings and will be responsible for an annual New Member Get-together. The Director of Membership will take over the duties of the former Corresponding Secretary.

## Article 7: Contracts, Loans, Checks and Deposits

**Section 1. Contracts:** The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the EAL, and such authority may be general or confined to specific business.

**Section 2. Loans:** No loans shall be contracted on behalf of the EAL and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 3. Checks, Drafts, or Orders:** All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness shall be signed by such Officer or Officers, agent or agents of the EAL and in such manner as from time to time shall be determined by resolution of the Board of Directors.

**Section 4. Deposits:** All funds of the EAL not otherwise employed shall be deposited from time to time to the credit of the EAL in such banks, trust companies, or other depositories as the Board of Directors shall select.

## Article 8: Fiscal Year

The fiscal year of the EAL shall be September 1 - August 31.

## Article 9: Waiver of Notice

Whenever any notice is required to be given to any member or director of the EAL under the provisions of law or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## Article 10: Amendments

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by two thirds (2/3) of the membership present at any duly called meeting where there is a quorum and provided that a written copy of such proposed amendment was available to each member at least 10 days prior to such meeting.

## Article 11: Books and Records

The EAL shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having an exercising any of the authority of the Board of Directors and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the EAL may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

An Historian/Archivist, an appointed non-Board position, shall be responsible for the collecting, organizing and safekeeping of accounts of historical and ongoing significance to the EAL.

## Article 12: Dissolution or Sale of Assets

A two-thirds vote of the membership shall be required to sell or mortgage assets of the corporation not in the regular course of business or to dissolve the corporation. Upon dissolution of the EAL, and the assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or corresponding provisions of the subsequently enacted federal law. No part of the net assets or net earnings of the EAL shall inure to the benefit of or be paid or distributed to an officer, director, member, employee, or donor of the organization.

\*Revised March 2016 and April 2024; Approved by acclamation of the EAL membership.