

Bylaws

Essex Art League, Inc.

Article 1: Name

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

The 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 President 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 through September. Collection of dues will begin in May and become delinquent September 30th. There are no pro rated 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. Members who are current for paying their dues will be included in the list of members on the Website. 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 who are current for paying their dues. Members may vote by proxy ONLY if they leave Vermont for 3 consecutive months or more annually, or if their health prevents them from being at a membership meeting. All members will be notified of any changes in dues. Members may submit their intention to resign from the league by writing to the Treasurer.

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 filing a written resignation with the Treasurer, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges accrued and unpaid.

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 in 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 day fixed for the annual meeting shall be a legal holiday in Vermont, such meeting shall be held on the next succeeding business day. 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 registered office, unless some other place is specified in the annual meeting notice. It shall be held in Vermont.

Section 5. Special Meetings: The EAL shall hold a special meeting of members:

1. on call of the Board of Directors; or
2. if the holders of at least five percent of the voting members current in paying their dues sign, date, and deliver to any officer one or more written demands for the meeting describing the purpose or purposes 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 the place for the holding of such 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 Town of Essex, State of 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 ONLY if they leave Vermont for 3 consecutive months or more annually, or if their health prevents them from being at a membership meeting.

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 in writing prior to 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 Corporation shall consist of no less than 5 and no more than 7 members. 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 June membership meeting in the year they were voted in, and they will continue until the next June meeting the following year. Board members may be elected to serve in various board positions but the President and Secretary positions may not be held by the same person.

A nominating committee composed of three EAL members will be appointed annually by the President. They will present the slate of nominees no later than the May meeting and the slate will be voted on at that time. A quorum of one-fourth of the membership must be present.

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 the 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 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, or by fax. 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 each and 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 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. Any two or more offices may be held by the same person, except the offices of President and Secretary. The officers for Publicity, Exhibits and Hospitality, 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 consisting of no less than 5 members, and no more than 7 members. The following constitutes the entire Board of Directors: President, Vice-President, Secretary, Treasurer, Director of Publicity, Director of Exhibits, and Director of Hospitality.

Section 2. Election and Term of Office: The officers of the EAL shall be elected annually 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 June membership meeting of the year they were voted in, and continue until the June 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 the EAL upon request.

Section 5. Salaries: No salaries shall be paid to any officer or Director.

Section 6.1 President/Chairperson. 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 to the Bylaws by channeling information thru 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 becomes acting president of the organization with all the rights, privileges and powers as if he/she had been the duly elected president.

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, voted in by the membership, to meet in the summer to decide on 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 cause to be kept a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of Directors with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Directors' meetings and the proceedings thereof.

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 council and assistance where necessary.

The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors, required by law or by these Bylaws to be given, shall keep, or cause to be kept, the seal of the EAL, if any has been adopted by the Board of Directors, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws, including the power to provide certificates of the actions of the Board of Directors and to attest to the signatures of any of the authorized officers of the EAL.

Section 6.4 Treasurer. The Treasurer shall cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the EAL. The books of account shall at all times 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 corporation 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 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 any one 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 due and just debts of the League. Items of greater than \$200.00 shall be brought before the other Board members 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 records of the treasurer shall be open to examination by any member current in paying their dues, at any reasonable time.

The Treasurer shall 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 the current count of members current on their dues at times of votes to be sure there is a quorum present.

Section 6.5 Director of Exhibits. The Director coordinates all facets of all exhibits with a volunteer team. This involves soliciting venues, hanging and removing the shows, negotiating with galleries over commission and standards for each exhibit. The director makes sure that the quality and subject matter of the paintings meet the league's rules of exhibiting. The director acts as a representative to the Board of Directors. Currently there are 3 volunteers overseeing Exhibits: 1. Phoenix Books gallery shows, 2. Small Picture shows, and 3. Given Offices, Town Offices and Red Mill shows. Since there are 3 volunteers, all of whom have been voted in by the membership or designated by the Executive Board of Directors, overseeing Exhibits, those volunteers for Exhibits will choose among themselves who shall be the Director of Exhibits, and thus attend the Board of Directors meetings.

Section 6.6 Director of Publicity. The Director 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 keep in contact with the Web-master and make information available for our web page.

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 Christmas meeting and June picnic.

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 a 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 evidences 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 corporation 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 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 and 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.

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, any 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 subsequently enacted federal law. No part of the net assets or net earnings of the EAL shall insure to the benefit of or be paid or distributed to an officer, Director, member, employee, or donor of the organization.