

## By-Laws

### Thompson Valley Art League Loveland, Colorado

#### ARTICLE I. NAME

The name of this organization shall be the Thompson Valley Art League of Loveland, Colorado, a non-profit corporation.

#### ARTICLE II. PURPOSE

"The purpose of the Thompson Valley Art League shall be to promote an enthusiastic pursuit of art; to encourage individuality, and freedom of expression; to provide league members with opportunities to obtain public recognition, to advance to the public the knowledge, appreciation and practice of the arts, and collection of works of art."

#### ARTICLE III. MEMBERSHIP AND DUES

Section 1. Membership shall be open to all who are interested in the fine arts, conform to the By-Laws, support the activities of the League, Policies and Guidelines.

a. A Policies and Guideline manual will be kept current with pertinent information pertaining to Thompson Valley Art League and the Gallery.

Section 2. There shall be the following categories of membership:

a. Active Membership is for practicing artists. 1) Active members may display works monthly in Lincoln Gallery after a juroring process and artworks are accepted by the Board of Directors. 2) Active members shall: retain voting privileges at membership meetings, participate in League shows, special events, related activities of Lincoln Gallery and assist with Art in the Park. 3) Other commitments beneficial to the League/Gallery are considered and may apply toward the requirements of an Active member.

b. Non-Active Membership is for practicing artists or persons wishing to be affiliated with the Organization. 1) Non-Active members may not display monthly, but may further the arts, serve on show committees, participate in membership art shows, activities, and gallery functions, but will not have voting privileges.

c. Patron Membership is a non-voting member not directly involved in the arts, but may show support of the Organization through: volunteering time, in kind services, or monetary donations.

Section 3. Only Active Members are entitled to vote at any meetings of the organization.

Section 4. Renewing memberships shall be due and payable January 1 of each calendar year. If dues are not paid by February 15 of each new year, membership privileges will be terminated. Reconsideration of memberships will be as per the Policies and Guidelines.

Section 5. The League Board of Directors per Article VI, Section 1 of the By Laws shall set and approve membership dues.

## ARTICLE IV. MEETINGS OF THE MEMBERSHIP

Section 1. Regular meetings of the membership shall be held once each and every calendar month. If meeting dates and/or times are changed, notification to members will be published in the monthly Newsletter, by electronic mail, in person or by telephone.

Section 2. A quorum of at least twenty-five (25) percent of the entitled membership is required at membership meetings, which conduct major business requiring a vote. If a quorum is not attainable at the first reading regarding major business, such business will be tabled until the next regular monthly meeting.

This meeting will be considered a quorum and a vote of two thirds (2/3) of those present shall be required to approve major business as defined herein:

a. Any change in the purpose or the nature of the League.

Section 3. The President or a majority of the Board of Directors may call a special meeting of the membership for the conducting of any business, provided that, all members are notified in writing, by electronic mail, in person, Newsletter publication or telephone at least one week prior to such meeting.

Section 4. Those members present and entitled to vote shall constitute a quorum at any meeting of the members, except for the conducting of major business as defined in Article III, Section 3, Article IV, Section 2. Any item of business, other than that deemed major business, may be passed by a majority of those present and entitled to vote.

## ARTICLE V. OFFICERS

Section 1. The officers of the League shall be President, Vice President, Secretary, and Treasurer.

Section 2. Board members of the League shall serve for a term of two (2) years or until a successor is duly elected. There shall be no limit to the number of years an officer may serve, provided the officer is duly elected for each two-year term.

Section 3. The President shall be the Chief Executive Officer of the League. The President shall preside at all meetings of the League and the Board of Directors. The President shall be an ex-officio member of all committees except the Nominating Committee. The President shall appoint the Chairpersons of all standing Committees, subject to the approval of the other officers.

Section 4. The Vice-President shall act in the absence of the President or in the event of the President's inability or refusal to act and shall have all the powers of and be subject to all restrictions upon the President.

Section 5. The Secretary shall record the minutes of all regular meetings of the membership and meetings of the Board of Directors. They shall be distributed to each Board of Director in a timely manner by electronic or postal mail. The records shall be open at all times to inspection by any member of the League and of the Board of Directors. In the absence of the Secretary, the President shall appoint a temporary Secretary.

Section 6. The Treasurer in conjunction with the Gallery Director shall keep or cause to be kept in suitable form detailed accounts of the assets, liabilities, receipts, and disbursements of the League. The Board of Directors at its discretion shall cause an audit to be performed, as it deems necessary. The Treasurer will work with a committee of The Board of Directors in developing an annual budget. The Treasurer shall update bank records as necessary to reflect changes in authorized signatures per board resolutions.

Section 7. Board members may be assigned responsibilities, as agreed upon and as needed, for maintaining the functions of the Organization.

## ARTICLE VI. BOARD OF DIRECTORS

Section 1. The executive power of the Thompson Valley Art League shall be vested in a Board of Directors which shall have charge of the affairs and funds of the League and which shall have the power and authority to perform all acts and functions in accordance with the current By-Laws.

- a. The Board of Directors shall have executive power and authority to fill or vacate the Lincoln Gallery Director position.
- b. Three (3), Board of Directors shall be elected annually for a two-year term by the membership at the December meeting of the League. The President, Treasurer, and one Member at Large will be elected alternately, with the Vice President, Secretary and one Member at Large being elected the next year.
- c. The Board of Directors will implement and approve a budget each calendar year.

Section 2. The Board of Directors shall consist of seven (7) members who shall be the following:

- a. Each of the four (4) officers of the League
- b. Two (2) Members-at-Large
- c. The Lincoln Gallery Director

Section 3. The Members at Large responsibilities include, scheduling Gallery Attendants for Saturdays and as needed in the absence of the Gallery Director, and assist Committees to obtain Sponsors for Juried Gallery Shows.

Section 4. The Lincoln Gallery Director

- a. The Gallery Director is employed by TVAL, reporting to the Board of Directors.
- b. Responsibilities are per a job description and designated by the Board of Directors.
- c. The President and Treasurer shall review and evaluate the Directors position making recommendations to the Board of Directors for any action (s) deemed necessary.

Section 5. Any vacancy occurring among the Board of Directors shall be filled by the vote of the Board of Directors. A Director elected under such circumstances shall serve for any un-expired term of their predecessor.

Section 6. The Board of Directors shall meet once each calendar month throughout the year at a time convenient to the Board. In the event that the regularly scheduled meeting cannot be held for any reason, the President shall notify all Board Members of the change.

Section 7. All meetings of the Board of Directors shall be open to the public or any League member who wishes to attend. However, only members of the Board as designated from Article VI Section 2, shall be authorized to vote on issues brought before it.

## ARTICLE VII. NOMINATING COMMITTEE

Section 1. The Nominating Committee shall consist of three (3) members: One member selected by the membership, one member appointed by the President and one member designated by the Board of Directors. Confirmation of the Nominating Committee members shall take place at the members' meeting in September of each year.

Section 2. The Nominating Committee shall select its own Chairperson.

Section 3. The Nominating Committee shall seek nominations for expired terms of Board Members through the Art League membership. Nominations will remain open from October 1 until December 1 of each year.

Section 4.

- 1) Voting for expired Board Member positions will be from a prepared ballot.
- 2) Ballot will contain names of candidates nominated for an expired Board position with space allotted for write in candidates.
- 3) A Ballot will be distributed to each eligible voting member of the Art League via mail at least two weeks prior to the annual members meeting held in December for the purpose of electing Board members.
- 4) Only ballots returned to Thompson Valley Art League by postal mail or hand delivered to Lincoln Gallery will be accepted. Ballots shall be returned no later than the scheduled December meeting date and time for tabulation.
- 5) At least three persons from the membership will count votes. Cumulative and proxy voting shall not be allowed. Specific instructions and details are outlined in the Policies and Guidelines.

Section 5. Elected Board members assume responsibility of their position January 1.

## ARTICLE VIII. COMMITTEES

Section 1. Committees will be formed for conducting activities, ongoing participation by the membership, and well being of the Art League.

Section 2. The Chairperson for each committee shall be solicited from the membership, with the approval of the President. The personnel of each committee shall consist of such members as designated by the Chairperson. The Chair of each committee shall attend meetings of the Board of Directors when requested to do so by the President and will render committee reports as required.

Section 3. The Board of Directors shall adopt guidelines and policies for Lincoln Gallery and each Committee. Refer to the addendum under "Policies and Guidelines", and Article III, Section 1, a.

Section 4. In the case of no Gallery Director for Lincoln Gallery, a volunteer committee shall assume the Art in the Park Craft Festival duties. If that committee becomes unable to sufficiently promote and execute the event, upon approval by the Board of Directors, a manager may be hired for that event. Compensation for such a person shall be made in accordance with the spending limitations contained in the By-Laws, or by written bids submitted to the Board of Directors.

#### ARTICLE IX. FUNDS

Section 1. All revenues raised, collected or contributed for support of activities of the Organization including membership dues, may be subject to approval by the Thompson Valley Art League's Board of Directors.

Section 2. Unless otherwise stated all funds raised through contributions, donations, membership dues, art shows, and sales, shall be dispersed by the Board of Directors as they deem necessary for daily operations of the Organization. Advancing the knowledge, appreciation and practice of the arts, and all properties of the Art League shall be included.

#### ARTICLE X. EXECUTION OF DOCUMENTS

Section 1. All documents made, accepted or executed by the League shall be signed by the President or the President's representative, and / or after approval of the Board of Directors when necessary.

Section 2. All checks drawn against funds of the League, as prescribed in Article V, Section 6, in excess of \$1,000, require two signatures by any two of the following: Treasurer, Gallery Director, President, or Vice-President. Checks may be signed only upon the appropriate review of supporting documents and/or invoices.

- a. The Gallery Director may use a bank debit card in emergency situations up to an amount not to exceed \$750.00.
- b. All Board members may be bonded if by a vote of the Board of Directors it is deemed necessary, or if the funds yearly balances exceed \$100,000.00.

#### ARTICLE XI. FISCAL YEAR

The fiscal year of the Thompson Valley Art League shall commence each January 1st and end on December 31st.

#### ARTICLE XII. AMENDMENT OF THE BY-LAWS

The By-Laws may be amended at any meeting of the membership as per Article IV, or amendments benefiting and deemed necessary for the integrity of the Art League may take place during a regularly scheduled Board meeting and approved by a simple majority vote of those Board members present.

## ARTICLE XIII DISSOLUTION

In the event of the dissolution of the League, no part of the net earnings or assets of the League shall inure to the benefit of any individual. The assets of the organization shall be distributed to one or more tax-exempt or charitable organizations in accordance with the Articles of Incorporation, the Amended Articles of Incorporation of the League and all State statutes.

## ARTICLE XIV. PARLIAMENTARY AUTHORITY

All questions of order not provided for in the preceding By-Laws shall be provided in accordance with the provisions of Robert's Rules of Order, Revised.

These By-Laws are effective as of January 1 2009, and supersede previously revised By-Laws.

\*\*Any changes, deletions, additions or corrections that might occur or be in conflict with the Organizations non-profit status can be changed without notice to the membership as per Article VI, Section 1.

**Thompson Valley Art League By-Laws: Revised 12/08**