

By-Laws
Revised December 2021
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, the Policies, Procedures and Guidelines.

a. Policies, Procedures and Guidelines document will be kept current with pertinent information pertaining to Thompson Valley Art League and the Gallery.

Section 2. There shall be the following membership categories:

Exhibiting membership levels are for practicing artists. Exhibiting members may display works in Lincoln Gallery after application to, and acceptance by, the Board of Directors. Exhibiting members shall retain voting privileges at membership meetings, participate in League shows, special events, related activities of Lincoln Gallery and are required to assist with Art in the Park and other volunteer commitments as set forth in the Policies and Procedures.

Other membership levels are for practicing artists or persons wishing to be affiliated with the Organization. Non-Exhibiting members may not display monthly, but may further the arts, serve on committees, participate in membership art shows, activities, and gallery functions.

Section 3. All 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 January 31 of each new year, membership privileges will be terminated. Reconsideration of memberships will be as per the Policies and Procedures.

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 the third (3rd) Thursday of every odd month at the Lincoln Gallery, unless otherwise announced by the Board of Directors. If meeting dates and/or times are changed, notification to members will be published in the monthly Newsletter, by electronic mail, in person or made by telephone.

Attendance may be in person or by Zoom or other virtual attendance means.

Section 2. A quorum of at least twenty-five (25) percent of the membership (Article 3, Section 3) is required at membership meetings which conduct major business requiring a vote. Major business requires an affirmative vote of 2/3 of those present for the matter to be approved. If a quorum is not attainable at the first reading regarding major business, such business will be tabled until the next membership meeting.

Those attending the next membership meeting will be considered a quorum and an affirmative vote of two thirds (2/3) of those present shall be required to approve major business.

Section 3. Major business is defined herein:

- a. Any change in the purpose or the nature of the League.
- b. Any changes to the By-Laws brought before the membership meeting by the Board.
- c. major financial issues as determined by the Board.

Section 4. 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 5. 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 IV, Section 2.

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. A Board member 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 Directors 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 or 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 Bookkeeper 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 and Bookkeeper will work with the Board of Directors in developing an annual budget. The Treasurer and Bookkeeper 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, acts in the fiduciary responsibility 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) One half of the Board of Directors shall be elected annually for a two-year term by the membership at the November meeting of the League. These are usually the Directors who have completed their two-year elected terms. The remaining positions (non-expiring terms) will be up for election the next (alternating) year. The slate of Board members being elected shall indicate the office or Member at Large position for which they are being elected.
- c) The Board of Directors will implement and approve a budget each calendar year at or before the February meeting.

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

- a) Each of the four (4) officers of the League
- b) At least two (2) Members-at-Large
- c) The Lincoln Gallery Director
- d) additional Members-at-Large may be elected by the membership as deemed necessary by the Board

Section 3. The Members at Large responsibilities include, but are not limited to, assisting with Committees and Special Events, obtaining Sponsors or other duties as assigned.

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. See Appendix B.
- c) The President and Vice President shall review and evaluate the Director's position annually, 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. Any person wishing to bring a matter to the Board shall submit a request in writing to the Board President at least one week in advance of the meeting.

Section 8: The Board may meet in Executive Session as part of a regular meeting of the Board or in a meeting called especially for that purpose.

Reasons that Executive Sessions may be convened include, but are not limited to, the following:

- Handling of personnel issues, such as employees' compensation and performance reviews.
- Planning for major endeavors, such as a merger or real estate transaction.
- Handling of any matter where personal or organizational confidentiality is requested or prudent.
- Crisis situations
- Legal and/or contractual issues

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 and develop a slate of nominees which will be communicated to the Membership by November 1 of each year via email. The Membership will vote on the candidates at the November Members Meeting.

- 1) Voting for expired Board Member positions will be from a prepared ballot presented at the November voting meeting.
- 2) Ballot will contain names of candidates nominated for an expired Board position with space allotted for write in candidates.
- 3) A notice will be distributed to each eligible voting member of the Art League via email by November 1 of each year listing the nominated candidates.
- 4) Voting will take place at the November Members Meeting with each member placing their vote in person. In the case of unusual circumstances, the Board may allow members to attend and/or vote by email, telephone, Zoom or other virtual method.
- 5) At least three persons from the membership will count votes. Cumulative and proxy voting shall not be allowed.

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 for the well-being of the Art League.

Section 2. The Chair of each committee shall attend meetings of the Board of Directors when requested to do so by the President and will render monthly committee reports as per Policies, Procedures and Guidelines.

Section 3. The Board of Directors shall adopt guidelines and policies for Lincoln Gallery and each Committee.

Refer to the addendum, "Policies and Guidelines", and Article III, Section 1, a.

Section 4. The Board of Directors shall appoint a volunteer committee and/or hire a manager to promote and execute the Art in the Park event. If a manager is hired, compensation for such a person shall be made 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, in accordance with the approved Budget. 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 \$2,500, require two signatures on the authorization form by any two of the following: Treasurer, President, or Vice-President. Checks may be signed only upon the appropriate review of supporting documents and/or invoices.

a. The Board of Directors may assign the Gallery Director use of a bank credit card 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.

The By-Laws and all documents related to the functioning of TVAL and the Gallery are kept electronically and in the Gallery office.

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, 2021, 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 12/21