

Bylaws of Antioch Fine Arts Foundation - AFAF

Article I - Name, Purpose and Nature of Organization

Section 1: The name of the organization shall be Antioch Fine Arts Foundation (AFAF)

Section 2: Antioch Fine Arts Foundation is a not for profit organization to further the creative efforts of its members, to spread knowledge and appreciation of the visual arts by the following activities, but not limited to, displaying members' art works, giving art demonstrations, and sponsoring workshops and fostering interaction with other area artists and the community.

Section 3. Accumulation and Distribution of Funds. The Organization shall not issue shares and no part of any money, property, assets, or net earnings of the Organization shall inure to the benefit of any member, director, or officer. In the event of dissolution of the Organization, all funds and other Organization property shall, if possible, be transferred to an organization with purposes similar to those of the Organization in accordance with IRS Section 501(c)(3). Such distribution shall be in accordance with the laws of this state.

Article II – Membership, Dues

Section 1: Any person interested in furthering the appreciation of the creative visual arts is, upon payment of stipulated dues to the Organization, eligible for membership.

Section 2: The membership year shall begin on January 1, and end the following December 31.

Section 3: There will be a one-time new member fee and yearly dues to be remitted January first, according to the amount voted upon by the membership. Annual dues shall be voted upon for the following categories: active members, family members, student or senior citizen members, contributing and sustaining members and honorary members. Annual dues shall be payable to the Organization in advance, and members in arrears more than six months after payment is due shall be dropped from membership.

Section 4: Only members current in dues will be eligible to participate in monthly organization exhibitions; workshops and demonstrations to educate the public or other artists and other activities shall be open to the public as deemed necessary by the Board of Directors.

Section 5: Damage to Organization Property. In addition to any sanction the Board of Directors may impose on any member, and in addition to any other legal or equitable remedies the Organization may have, any member who causes damage to Organization property either intentionally or through recklessness is also liable for the cost of repairing the damage to the Organization property or who steals Organization property is also liable for the cost or repairing the damage to the Organization property or replacing that property with the same property or with property of equal value.

Article III – Powers of the Organization

Section 1: To establish rules and codes of conduct to be followed by all members at Organization functions, activities, and meetings, and relating to the use of any Organization property.

Section 2: Establish such forms, rules, and operating procedures as the Board of Directors may, in its discretion, deem necessary.

Article IV - Use of Organization Facilities

No person other than a family, or honorary member or the guest of such member in the presence of such member shall use any facilities or property owned or operated by the Organization.

Article V - Meetings

Section 1: Annual Meeting. The annual meeting shall be held in January of each year for the installation of new officers. An election of officers shall be held at the November meeting. Slate of officers shall be presented a month before election.

Section 2: Regular meetings of the Organization will be held on the second Tuesday of every month. Allowing for exceptions.

Section 3: Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked one week in advance.

Article VI – Officers, Board Of Directors

Section 1: The Board is responsible for overall policy and direction of the Organization, and delegates responsibility for day-to-day operations to the President and committees. The Board shall have not fewer than five members consisting of officers, committee chairpersons, and the Past President. The board receives no compensation other than reasonable expenses to be approved by vote of the members in attendance at regular meetings, and paid by the treasurer. Board members shall serve one-year terms and are allowed to serve two consecutive terms. One person can hold no two Board positions at the same time. The Board will always consist of an odd number of members. No two family members shall hold board positions at the same time. The Board shall meet on a bi-monthly basis or more often as needed.

Section 2: The President shall have executive supervision over the activities of the Organization within the scope provided by these bylaws and shall preside at all meetings. The President shall report annually on the activities of the Organization and shall appoint the members of committees and delegates not otherwise provided for.

Section 3: The Vice-President shall assume the duties of the President in the event of absence, incapacity, resignation, or removal of the president.

Section 4: The Secretary shall keep the minutes of meetings of the Organization and of the Board, maintain a list of members, and render an annual report at the annual meeting.

Section 5: The Treasurer shall keep financial records of the Organization, shall be bonded, collect all funds due to the Organization, assist in the preparation of the budget, and, upon approval of the Board, invest all Organization funds, pay all Organization debts timely, and disburse Organization funds. The Treasurer is responsible for issuing checks. Monies shall be paid out by numbered checks signed by the Treasurer or the President. The Treasurer shall also prepare or cause to be prepared in a timely manner file all tax returns required to be filed by any federal, state, or local authority. The Treasurer shall balance the accounts and present a written report thereon at each regular business meeting. The Treasurer will make all Organization books available for inspection and audit by the Board, or any current member in good standing, or such person designated by the Board to conduct such audit on an annual basis and at such other times as the Board may, in its sole discretion, determine. The Treasurer shall become President if the President is removed by the Board or the office of President becomes vacant and if the office of Vice President is vacant. The Treasurer shall preside at any Board, annual or regular meetings if the President and Vice President are absent.

Section 6: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 7: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a majority vote of the remaining Board members.

Section 8: The Board shall not be personally liable for debts, liabilities, or other obligations of the Organization.

Section 9: The Board and officers of the Organization shall be indemnified by the Organization to the fullest extent permissible under the laws of this state. Disputes will be settled by arbitration.

Article VII – Committees

Section 1: The Organization shall have the following standing committees plus such additional committees as the Board may from time to time deem necessary or desirable. The Standing Committees are as follows:

(a) Library Committee. Responsible for collecting, cataloging, caring for, arranging books, manuscripts, newspapers, and other resource material.

(b) Exhibition Committee. Responsible for arranging gallery exhibits by coordinating artists' work with entry forms and collection of fees, and for the maintenance of gallery quarters. The Organization shall receive 30% of all sales.

(c) Program/Demonstration Committee: Responsible for arranging suitable demonstrations/programs by members and guest demonstrators at monthly meetings.

(d) Workshop Committee: Responsible for arranging workshops by members and guest demonstrators, including space, time and publicity and overseeing the workshop.

(e) Publications Committee. Responsible for finding ways and means for publishing Organization activities; newsletter to members, and radio and newspaper publicity for activities.

(f) Membership Committee. Responsible for membership drives and processing new candidates for membership, and publishing and maintaining a membership roster on an annual basis.

(g) Nominations Committee. Responsible for making nominations for officers and members of the Board.

Article VIII - Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Organization, the provisions of the Articles of Incorporation shall govern.

Article IX -Amendments

Section 1: Amendments to Bylaws. These bylaws may be revised, amended, or otherwise changed by a 2/3 majority vote of the membership. Proposed amendments must be read at a regular or special meeting of the Organization and published at least once in the organization newsletter one (1) month prior to the vote on the proposed amendment. The proposed amendment will be voted on at the subsequent meeting. Proxy votes will be accepted. Notice of the proposed amendment accompanied by a proxy permitting the member to designate whether it is to be voted for or against the proposal, must be mailed or distributed to all voting members at least three weeks before the meeting.

These Bylaws were approved at a meeting of the Board of Antioch Fine Arts Foundation on April 17, 2001.