

Constitution and Bylaws of the St. Michaels Art League, Inc. St. Michaels, Maryland

Article I: General

Section 1. NAME: The name of this organization shall be The St. Michaels Art League, Inc., hereinafter referred to as "the League".

~~Section 2. MISSION: The League's mission is to seek ways to demonstrate to members of our community how their lives may be enriched through art.~~

~~Section 3. OBJECTIVES: The League seeks to encourage and promote visual arts and development of the arts through demonstrations, workshops and classes, shows and exhibitions, and community projects.~~

Section 2. PURPOSE: The purpose of the League is to promote visual arts to the residents of Talbot County, Maryland and surrounding communities through education, community service and exhibits. The League seeks to encourage all interested members of the community to explore their creativity, to promote and facilitate the learning of new skills and to provide a venue for artists to encourage and support each other's artistic endeavors. The League is committed to encouraging and supporting young people interested in art by contributing to identified needs in the schools and funding scholarships.

Section 3. Tax Exemption: The League has qualified as an income tax exempt entity under Sec. 501.(c)(3) of the IRS Code and shall conduct its activities accordingly.

Section 4. MAILING ADDRESS: The legal mailing address of the League shall be the current Post Office Box.

Article II: Members

Section 1. QUALIFICATIONS: Members are those who are presently members in good standing as stated in Article IV Section 1. Membership is open to all.

Section 2. RESPONSIBILITIES: Members must be willing to work for, and contribute to the objectives of the League as stated in Article I, Section 2.

Section 3. MEMBERSHIP PRIVILEGES: Members may attend general monthly meetings and art demonstrations, exhibit and sell their work through member shows and exhibits, receive special member rates for art league sponsored classes and workshops, receive electronic and ground mail communications announcing art league news and events, and enjoy borrowing privileges from League's library of instructional art videos:

Article III: Meetings

Section 1. MEETINGS: The regular meetings of the League shall be held the third Monday of each Month, ~~except June, July, August and December~~, unless otherwise scheduled by the League.

Section 2. QUORUM: ~~A majority of the membership of the League~~ **The members present at a scheduled meeting** shall constitute a quorum.

Article IV: Financial

Section 1. DUES: Dues shall be determined annually by a majority vote of the Executive Board (**"the Board"**)

of Directors. Dues are payable during the month of January. If any member is in arrears on March 1 of the fiscal year, his/her name shall be dropped from the membership after notification.

Section 2. FISCAL YEAR: For accounting/financial purposes, the fiscal year begins on January 1 and ends on December 31.

Section 3. COMMISSIONS: A 20 % commission shall be charged on art work sold through League sponsored-shows. The Executive Board has the ability to change this percentage for specific events.

Section 4. USE OF INCOME: Dues, commissions and fees paid shall be used to accomplish the objectives outlined in Article I, Section 2.

Article V: Officers

Section 1. OFFICERS: The officers of the League shall be a President, a Vice President, a Recording Secretary, a Corresponding Secretary and a Treasurer.

Section 2. TERM: All officers shall serve a two year term, **running from July 1 to June 30. The President and Treasurer positions shall be elected on the even years and the Vice President and Secretaries on the uneven years. The President, with the approval of the Board, shall appoint a member to complete the term of any officer who resigns or is unable to fulfill the duties of the office.**

a. In the event of a vacancy of the Office of the President, if the Vice President is unable or unwilling to assume the duties of the President for the remainder of the current term of office, a special election shall be held to elect a new President to fulfill the unexpired term.

Section 3. DUTIES OF THE OFFICERS: Officers shall perform the duties prescribed by these bylaws and other duties applicable to the office as prescribed by the parliamentary authority as stated in the latest edition of ~~Roberts Rules of Order~~. **Rules for Meetings, as adopted by the Board in January 2018.**

a. The President shall:

- 1.) Serve as Chairman of the Executive Board.
- 2.) Ensure that the actions of the Board are in keeping with the purpose of the League.
- 3.) Preside at all meetings when present.
- 4.) ~~Submit an annual operating plan and budget to the Board for its approval.~~
- 5.) ~~Present all major unusual or extraordinary expenditures to the Board for its approval.~~
- 4.) ~~Along with the Board~~ Prescribe policies for the successful operation of the organization **with the approval of the Board.**
- 5.) Appoint the chairmen of all committees except the Nominating Committee.
- 5.) ~~Make appointments to fill any vacancies which may occur.~~
- 6.) Serve as ex officio member of all committees except the Nominating Committee.
- 7.) Perform such duties as required by the Board.

b. The Vice President shall:

- 1.) Exercise all executive duties in the absence of the President.
- 2.) Serve as the liaison to ~~new members~~ **all Committee Chairs.**
- 3.) Assist the Program Chair in planning and facilitating monthly meetings.
- 4.) Perform such duties as required by the Board.

c. The Recording Secretary shall:

- 1.) Take minutes of all **Board** meetings **and Membership Meetings at which decisions are made.**

- 2.) Maintain current, accurate copies of all organizational documents.
- 3.) Provide draft minutes to the Board for Review and possible edits within one week of the Board or Membership meetings.
- 4.) Perform such duties as required by the Board.

d. The Corresponding Secretary shall:

- 1.) Send appropriate mailings and answer correspondence.
- 2.) Work with the membership chair to mail “new member information packet” to new members.
- 3.) Coordinate and oversee roles of Community Liaison Chairpersons.
- 4.) Perform such duties as required by the Board-

e. The Treasurer shall:

- 1.) Have charge of all financial affairs of the League.
- 2.) Deliver current reports of financial affairs at Board meetings.
- 3.) Collect dues, fees and commissions payable to the League.
- 4.) Promptly disburse all bills contracted in the name of the League.
- 5.) Keep regular books and bank account(s) in the name of the League.
- 6.) Maintain current paid membership list.
- 7.) Perform such duties as required by the Board

Article VI: The Executive Board

Section 1. BOARD COMPOSITION: The officers of the League shall constitute the Executive Board, the “Board”. ~~The Board shall have the ability to establish job descriptions, define job responsibilities, establish salary parameters, conduct interviews and hire an appropriately qualified person to assist in carrying administrative duties necessary to ensure the success of the League affairs.~~

Section 2. BOARD'S DUTIES AND POWERS-RESPONSIBILITIES: The Executive Board shall have general supervision of the affairs of the League, ~~fix~~ establish the hour and place of meetings, ~~make recommendations to the League,~~ commit the League to conduct or participate in events unless such decision is deferred to the Membership as a whole, and perform such other duties as are specified in these bylaws.

Section 3. BOARD MEETINGS:

- a. Regular meeting of the Executive Board shall be held monthly as needed. Special meetings of the Board may be called by the President or shall be called upon the written request of three members of the Board.
- b. ~~Two-thirds of the Executive Board~~ Three out of five members (60%) shall constitute a quorum.
- c. In the event that it is not possible for ~~two-thirds~~ three members of the Executive Board to meet in a timely manner, decision making votes to be cast by members of the Executive Board may be accomplished electronically. An electronic transmission of the issue to be voted upon, may be marked in a designated box “YES” or “NO” and returned to the sender. A “hard copy” of each reply must then be printed out and kept with the permanent files of the organization by the Recording Secretary.
- d. Committee Chairs as a group will serve in an advisory capacity to the Board. They shall attend board Meetings when possible, but, especially when an event for which they are responsible will be part of the agenda.

Article VII: Elections

Section 1. ELECTIONS: Elections of officers shall take place at the May meeting of the general membership. Officers will be elected by a majority vote of members present. Terms of office shall be two years and run from July 1 through June 30.

Section 2. NOMINATING COMMITTEE: A nominating committee of at least three (3) members shall be

electd by the membership ~~three months in advance of the election~~ **at the February meeting** for the purpose of selecting a slate to be presented to the ~~President Board one month before election~~ **prior to the April meeting**. ~~Nominations from the floor may be submitted at least 30 days prior to the announced date of the annual elections and shall be advanced upon a vote of two thirds of the Board.~~

Section 3. SPECIAL ELECTIONS: If a Special Election is required in accordance with Article V, Section 2(a), the Board may call for the Special Election at any regular monthly meeting of the membership.

Article VIII: Committees

Section 1. STANDING COMMITTEES: The Nominating Committee is the only Standing Committee. Other committees may be appointed by the Board as deemed necessary.

Section 2. COMMITTEE RESPONSIBILITIES: Each Committee Chair shall develop and submit an annual plan and budget to the Board for review and approval. ~~Specific duties and responsibilities of each committee are described in St. Michaels Art League Policies and Procedures.~~ **The Committee will develop a description of the event and associated responsibilities and expenses as a guide to subsequent similar events.**

Section 3. TEMPORARY COMMITTEES: The President may appoint time limited committees for a specific purpose.

Article IX: Amendments

Section 1. BY BOARD: **Any** amendments ~~may be made by the Board~~ canceling or changing any of these provisions **shall be submitted** in writing to the general membership thirty days prior to the next general meeting at which time the general membership will vote. A majority of those present shall prevail.

Section 2. BY MEMBERS: Any member may submit amendments to the bylaws in writing to the Board for consideration, subject to Section 1.

Article X: Parliamentary Authority

~~The rules contained in the current edition of Roberts Rules of Order~~ **Rules for Meetings, adopted in January 2018 by the Board**, shall govern the League in all cases to which they are applicable and in which they are not inconsistent with these bylaws and special rules of order the League shall adopt.

ADDENDUM TO BYLAWS, AS VOTED BY MEMBERSHIP FEBRUARY 20, 2006

Membership Privacy Statement

The Membership List and other confidential information of the St. Michaels Art league are given to members as a privilege of membership. These lists are private, confidential and should be treated with utmost respect. The Board explicitly forbids the dissemination of information about individual members unless the Board and any member involved, gives specific permission for dissemination of said information after satisfactory review.

If an outside group wants to distribute items to our membership, they can be distributed internally by that entity furnishing the materials to the Board for possible distribution. Members' privacy is to be protected above ALL other issues, except health and safety