

BASTROP FINE ARTS GUILD BY-LAWS
A 501(c)(3) NON-PROFIT CORPORATION

ARTICLE I ORGANIZATION

Section 1. The name of this organization shall be the LOST PINES ART LEAGUE (formerly known as the Bastrop Fine Arts Guild).

Section 2. The organization may, by a vote of two-thirds (2/3) of the voting membership, change its name.

ARTICLE II PURPOSE/MISSION

Section 1. The Lost Pines Art League is an association of artists that was formed for the mutual aid and promotion of artists in this community, to educate and to encourage cultural interest in and appreciation for fine art.

ARTICLE III MEMBERSHIP

Section 1. The membership of this organization shall be divided into Individual, Family, Student and Associate members.

Section 2. All classes of membership shall be entitled to attend lectures, demonstrations, and social functions, may serve on committees and shall receive guild communications. Active paid members will serve on a committee.

Section 3. Associate membership may include out-of-state members and members wanting to participate only in the benefits outlined in Section 2 of this Article. Associate members may not apply to be a participating artist in any Guild exhibition venues and shall not hold office or vote.

Section 4. Application for membership shall be made to Lost Pines Art League on an official form, and must be returned to the organization accompanied with the appropriate dues.

ARTICLE IV MEETINGS

Section 1. General membership meetings of this organization shall be held on a specified day of the month determined by the membership, at a time and place determined by the Board and, in a timely manner, distributed to the membership and public.

Section 2. Special meetings of the membership of this organization may be called by the President when it is deemed necessary and in the best interest of the organization or at the request of 25% of the current membership. Notices of such meeting shall be mailed or e- mailed to all members at their addresses, as they appear in the membership

list, at least ten (10) days before the scheduled date set for such special meeting. Any notice shall state the reasons for the special meeting, the business to be transacted and who called the meeting. No other business but that specified in the notice may be transacted at such special meeting without a four-fifths (4/5) vote of all qualified members present at such meeting.

Section 3. The Annual Board Planning meeting shall be held in January. The general membership annual meeting of this organization shall be held in February each year on a date determined by the Board. The Secretary shall mail or e-mail to every member in good standing at his/her address, as it appears in the membership list of this organization, a notice telling the day, time and place of such annual meeting.

Section 4. Board meetings of this organization shall be held once a month on a specified day of the month, determined by the Board, which shall be posted on the website. Guild members or members of the public are welcome

Section 5. Special meetings of the Board shall be called if requested by three (3) or more members of the Board of the organization with 48 hours notice.

ARTICLE V VOTING

At all meetings, except for the election of officers and directors, all votes shall be by a show of hands and recorded in the minutes.

For election of officers, written ballots shall be provided that allow for an anonymous vote.

In all votes by ballot, the President or presiding officer of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, verify in writing to the President the results and the copy shall be physically affixed in the minute book to the minutes of that meeting. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE VI BOARD OF DIRECTORS

Section 1. The business of this organization shall be managed by a Board of Directors, hereinafter referred to as "the Board," consisting of eight (8) members who are elected for two-year staggered terms. All board members shall be dues paying active members. The four (4) directors to be chosen for the ensuing two-year term shall be elected at a meeting held for that purpose.

Section 2. Nominations to the Board shall be made as follows:

- Prior to the Election meeting, a Nominating Committee consisting of three members, two from the general membership and one member of the Board will be appointed by

the President no later than 2 months before the election meeting.

- The Nominating Committee shall explore candidates for the open Board seats and present nominations for the Board at the election meeting. Candidates shall run for specific open offices; ie. President, Vice-President, Secretary and Treasurer. Candidates may also choose to run for non-office board positions. Additional candidates can be added to the Nominating Committee's list prior to the election meeting.
- New Board members assume their positions in January.
- **Section 3.** Responsibilities and duties of the Board are as follows:
 - The Board shall have control over and management of the affairs and business of this organization. Such Board shall only act in the name of the organization when it shall be regularly convened by its president after due notice to all the directors of such meeting.
 - Board meetings shall require a quorum of five (5) members of the Board to conduct business and shall be held monthly on a set day as determined by the Board.
 - Each Board member shall have one vote, except the President, and such voting may not be done by proxy. While the President is entitled to vote, as a matter of leadership practice, the President generally only votes in the case of a tie.
 - The Board may make such rules and regulations covering its meetings as it may, in its discretion, determine necessary.
- **Section 4.** Vacancies in the Board shall be filled by a vote of the majority of the remaining Board members, even if less than a 5 member board exists, for the balance of the year. Consideration should be given to the next highest vote getter in the most recent election for the Board.
- **Section 5.** Any Director or Board member may be removed at any time by a majority vote of the entire Board of Directors, at a regular or special meeting called for that purpose. Any Director or Board member under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place. (per TX Association of Nonprofit Organizations) The Board shall adopt due process rules for this hearing procedure as it may, in its discretion, consider to be in the best interest of the organization.

ARTICLE VII OFFICERS

Section 1. The initial officers of this organization shall consist of: President, Vice-President, Secretary, and Treasurer. Officers shall, by virtue of their office, be members of the Board. No officer shall, for reason of his office, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties or services performed other than as a director or officer.

(Officer duties will be updated before the June Board meeting)

Section 2. The President of the Board shall:

- preside at all board and general meetings and shall, by virtue of the office, be Chairman of the Board;
- present at each annual meeting of the organization an annual report of the work of the organization;
- appoint all committee chairs, temporary or permanent;
- review all books, reports and certificates required by law and ensure they are properly kept or filed;
- be one of the officers who may sign the checks or drafts of the organization; and,
- have such powers as may be reasonably construed as belonging to the chief executive of any organization.

Section 3. The Vice President shall:

- in the event of the absence or inability of the President to exercise the duties of the office, become acting president of the organization, with all the rights, privileges and powers of the duly elected president.
- assist the President in carrying out the mission and goals of the organization
- serve as the clearinghouse for monthly committee reports and will present those reports at the monthly Board and membership meetings.

Section 4. The Secretary shall:

- keep the permanent minutes and records of the organization in the appropriate books;

- post the minutes for the general membership on the **League's** website within 10 days of the monthly meeting. A copy will also be mailed or e-mailed to all members and a printed copy will be available at the Gallery;
- file any certificate required by any statute, federal or state;
- give and serve all notices to members of this organization;

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- official custodian of the records of this organization;
- be one of the officers required to sign the checks and drafts of the organization, if so designated by the Board;
- present to the membership or the Board, at any meetings, any communication addressed to the Secretary of the organization;
- submit to the Board any communications which shall be addressed to the Secretary of the organization; and,
- attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary. It is highly recommended that the Secretary have a computer, be knowledgeable in Word (or Word Perfect) and Excel database entry.

Section 5. The Treasurer shall:

- have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization;
- cause to be deposited in a regular business bank or trust company a sum necessary to maintain the basic operations of the organization;
- shall deposit in a savings or investment account as directed by the Board or in such investments as shall be legal for a non-profit corporation in this state;
- must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it;
- render a monthly financial report to the general membership, or other reports as the

Board shall determine, and such report shall be physically affixed to the minutes of the Board or general membership meeting; and,

- exercise all duties incident to the office of Treasurer. Any expenditure over \$5000, other than usual operating expenses, require the prior approval of the Board. Exceptional expenditures are to be taken before the general membership at a regular monthly meeting for approval. It is highly recommended that the Treasurer have a computer and be knowledgeable in Quick Books or other financial management.

Section 6. The Parliamentarian shall be appointed by the President and shall: Oversee all rules, procedural, regulations, discussions and voting of each meeting and should be knowledgeable of Roberts Rules of Order or similar procedural publications.

ARTICLE VIII SALARIES

The Board shall hire and fix the compensation of any and all employees whom they, in their discretion, may determine to be necessary for the conduct of the business of the organization.

ARTICLE IX COMMITTEES

Section 1. The President of the Board will appoint chairpersons. Committee chairmen are not members of the Board by virtue of their position. All committee chairs and members shall be appointed to a term of office of one year, unless sooner terminated by the action of the Board. Additional committees may be formed as needed.

Section 2. Each committee will draw up a list of duties and responsibilities. The chair of each Standing Committee shall make an activities report to the Vice President of the Board one week prior to each board meeting.

ARTICLE X DUES

Section 1. Annual dues for all members shall be payable no later than January 1 of each year. Members who have not paid their dues by January 31 will be delinquent and will be deleted from the membership list.

Section 2. Application for membership shall be made to the LOST PINES ART LEAGUE on an official form and must be returned to the organization accompanied by the appropriate dues.

Section 3. The dues of this organization shall be determined by the Board and approved by a majority of the members present and voting at a meeting called for that purpose.

ARTICLE XI AMENDMENTS

Section 1. The By-Laws of the LOST PINES ART LEAGUE can be altered, amended or repealed by a two thirds (2/3) vote of the active members present at a general meeting or at a special meeting called for that purpose. Proposed changes will be distributed to the membership, in writing, thirty days prior to said meeting.