

BY – LAWS

RIVER REGION ART ASSOCIATION INCORPORATED

PREFACE

"Art is really a discovery of what you're trying to create."

Attributed to Betty Hutchinson

ARTICLE I - NAME

The name of this organization shall be "River Region Art Association".

ARTICLE II - PURPOSE

The River Region Art Association, founded in 1993, is the area's leading regional art organization. Its mission is to bring artists and arts advocates together to improve public awareness of all art forms. The Association supports local artists, promotes the arts in the community, and provides educational opportunities for emerging and established artists, students, and the general public.

ARTICLE III - DEFINITION OF JURISDICTION

The River Region shall be defined as the Louisiana parishes of Ascension, Assumption, Iberville, Livingston, St. Charles, St. James and St. John.

ARTICLE IV - MEMBERSHIP

Section 1. Any person, age eighteen (18) years or older, and has paid dues, shall be considered an active member of this Association, and may take part in all activities of the Association.

Section 2. Any person under the age of eighteen (18) may join the Association as a Junior Member. Junior Members may participate in all activities, but may not hold elected Board of Director offices.

Section 3. In order to vote, new members must attend two (2) consecutive general Membership meetings.

Section 4. Only active members may vote, make motions or changes to the by-laws. An active member shall be defined as any member who has attended at least half of the current year's general Membership meetings.

Section 5. Dues shall be reviewed every November by the Board of Directors and proposed rates for members presented to the Membership for approval in December.

Section 6. Dues for each additional member of a family shall be one-half the rate of a membership.

Section 7. To be in the Membership Roster, dues must have been paid before February 1 of the current year.

Section 8. There shall be no Honorary Members of this Association.

Section 9. No member shall have a personal display area at any Association event, unless the entire event is set up for such displays. (No browse boxes.)

Section 10. All Members shall be given the previous quarterly addenda to the by-laws, Membership records, plus minutes of the previous quarter's Board and Membership meetings. These addenda shall be handed out at the first regular Membership meeting of each quarter. These addenda are the individual Members

responsibility to keep track of.

Section 11. River Region Art Association is a non-political, non-religious, organization. No Member shall openly promote any political or religious ideology at meetings. All inclinations of religious or political beliefs held by individual Members are their own personal right, should they wish to make an artistic statement of such feelings, their work may not be censored...although a warning of viewer discretion may be advised. Prayers offered to a Supreme Being may be offered at the start of any meeting or event, as long as such do not promote one religion over another, and are followed by a moment of contemplative silence.

Section 12. River Region Art Association is open to all forms of art, and all mediums. The only restriction of any art is that if copied, the artist has obtained copyright privileges, and acknowledges the originator.

Section 13. A Copy of up-to-date Association by-laws and Membership roster shall be given to each and every new Member.

Section 14. Corporate Membership shall be double of a regular member. The business shall be entitled to one (1) vote in any election.

ARTICLE V – BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of a President, Past President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, and Parliamentarian.

Section 2. Any dues paid Member, eighteen (18) or older, having attended at least six (6) of the previous year's Membership meetings shall be qualified to hold an office on the Board of Directors.

Section 3. Directors shall serve for one year, starting January 1 and ending December 31, or until replaced.

Section 4. No Director shall hold the same office for more than two consecutive Terms. An interval of one term shall pass before a Member is eligible for re-election to the same office..

Section 5. Directors must be willing to attend at least two, out of three, consecutive Board of Director meetings and two, out of three, consecutive, Membership meetings. Should a Director miss either a regularly scheduled Board meeting or a regularly scheduled membership meeting, it is up to that person to contact either the President or Vice President, to let know of the planned absence, before the meeting. Should a Director miss three consecutive, regularly scheduled meetings (either for the Board or for the Membership), then that person must signify a desire to continue in the elected capacity through a written letter to the Board of Directors. Should a Director miss four consecutive, regularly scheduled Board or four consecutive, regularly scheduled Membership meetings without any attempt to contact the Board of Directors, then that person is automatically removed from office, and an Interim Director shall be elected by the membership, according to established, proceedings.

Section 6. The new Board of Directors shall be installed on the last regular Membership meeting of a fiscal year, but may not make any executive decisions until January 1of the New Year. Outgoing Directors shall act as instructors in the established functions of their particular office, and will continue to act as Directors until December 31. All documents held by an outgoing Director must be turned over to the new Director by the first regularly scheduled Board Meeting of the New Year.

Section 7. A quorum of the Board of Directors shall consist of those present.

Section 8. A Director may be removed from office by two-thirds (2/3) vote of the Board of Directors for:

- A. Acts of dishonesty.
- B. Failure to attend important, regularly scheduled meetings (Board of Directors or Membership) without first notifying the Vice President or President.
- C. Should the Director ask to be relieved.

Section 9. The Board of Directors shall have a discretionary fund of not more than \$50 per year to pay for such unexpected things as cards for illness or death of Members or their immediate family (spouse, child, parent, sibling, or grandparent).

Section 10. No Member of the Board of Directors shall be paid for any reason, except for reimbursements.

Section 11. Duties of the Board of Directors:

- A. **President:** The President shall be the Chief Executive Officer of the Board of Directors; shall preside at all meetings; shall have the only power to call special Membership or Board meetings; shall see that all orders and resolutions of the Membership and Board are effected; shall promote the goals of the Association; shall be the public spokesperson for the Association to all media and events; shall conduct meetings according to Roberts Rules of Order; shall determine the date and time of Board meetings; shall give out all awards; and shall function as presenter for groups of Association members to the general public. The above duties and powers shall be in addition to all traditional duties required by the office. The President may vote in any and all elections of the Association.
- B. **1st Vice President:** The Vice President shall fill in whenever the President is unable to perform a duty of office; shall be ex-officio member of all Supervisor committees relating to helping individual artists of the Association and all art shows; and, shall be ex-officio Member of Supervisor committees.
- C. **2nd Vice President:** *(To be determined.)*
- D. **Secretary:** The Secretary shall be responsible for taking notes at general Membership and Board of Directors meetings and shall be responsible for seeing that such minutes are available to the Membership at the beginning of each quarter, shall be ex-officio member of all Supervisor committees relating to helping individual Artists of the Association and all art shows; and, shall be ex-officio member of the Membership Committee.
- E. **Treasurer:** The treasurer shall be responsible for all income and disbursement of funds from the Association; shall be responsible for helping each Supervisor stay within budget; shall be responsible for making sure all outgoing funds are tagged with a proper sales receipt; shall be responsible for all tax information and filling; shall be ex-officio member of any fund raising committee; shall be responsible for all bank statements; and, shall be responsible for all bank-card statements.
- F. **Parliamentarian:** The Parliamentarian shall be responsible for assuring the letter and intent of the Association by-laws are carried out at any and every meeting; shall mediate any difficulties that might arise among members; shall keep meetings orderly; shall be acquainted with Roberts Rules of Order and shall bring a copy to all meetings of the Association.
- G. **Past President:** *(To be determined.)*

Section 12. Should the Board of Directors dissolve, an immediate replacement Board shall be nominated by the procedures set forth in Article VIII.

Article VI - BOARD OF SUPERVISORS

Section 1. The Board of Supervisors shall consist of any Member of the Association who feels capable of performing the task, and shall be nominated by the Board of Directors, and shall be elected, by majority vote of the general Membership, to an indefinite term of office. These individuals, once elected, shall have no vote in the general running of the Association as conducted by the Directors (unless they also hold a Board of Directors position) but will be in charge of heading certain specific areas of the Association.

Section 2. Supervisors shall keep their positions as long as they feel able to serve.

Section 3. Supervisors shall only be removed from their position by two-thirds (2/3) vote of the Board of Directors, and the only reasons for removing a Supervisor shall be:

- A. Acts of dishonesty.
- B. Deliberate acts of favoritism where one group has obviously benefited over others.
- C. The Supervisor asks to step down.
- D. The Supervisor has not attended at least one of three consecutive board meetings or at least one of three general Membership meetings.
- E. The function the Supervisor was in charge of is completed.
- F. The Supervisor is not capable of carrying out the expected task.

Section 4. Supervisors are free to collect a work force from the general Membership or the community at large, to help them carry out their functions.

Section 5. Supervisors shall be in charge of keeping complete records of all expenditures and income which shall be submitted to and monitored by the Treasurer on a timely basis. These records shall be turned in for audit in December of each year.

Section 6. No member of the Board of Supervisors shall be paid for any reason, exception for reimbursements.

Section 7. All activities requiring expenditures of Association funds must be budgeted. Should a Supervisor find expenses going over the budgeted amount, it is up to the Supervisor to secure additional funds from some source, or re-evaluate the project. If a Supervisor does find a project in trouble that Supervisor must contact the Treasurer and the ex-officio Director of the project.

Section 8. All Supervisor budgets shall be set up on an estimated line by line Budget, and shall be presented to the Board of Supervisors for approval. The Directors have the option of denying a request for funds for any line of any project, by a two-thirds (2/3) vote.

Section 9. Budget Hero awards shall be given out in December of each year to those Supervisors who have brought a project to completion under budget.

Section 10. Outgoing Supervisors should, if at all possible, assist those who are replacing them in creating feasible budgets.

Section 11. Each Supervisor shall preserve records of activities of the Committee, and shall write an annual report to be delivered to the Board of Directors in December of each year.

Section 12. The Board of Supervisors shall include any or all of the following, with additional committees set up on an as-needed basis by the Board of Directors:

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|----------------|----------------|---------------|
| A. Arts Market | E. Facilities | I. Newsletter |
| B. Awards | F. Festivals | J. Publicity |
| C. Education | G. Fundraising | K. Website |
| D. Exhibits | H. Membership | |

Section 13. Supervisors shall be responsible for working with any support committee, such as Publicity, and for set up and clean up of their event.

ARTICLE VII - MEETINGS

Section 1. Monthly Membership meetings shall be held at regularly scheduled dates, times and locations.

Section 2. Monthly Membership meetings shall be grouped into three month quarters.

Section 3. The first two meetings of a quarter shall be dedicated to programs, with any pressing Association business addressed. The third meeting of each quarter shall be for the business of the Association, in addition to a short program. All business portions of a general Membership meeting may be disposed of at the discretion of the President.

Section 4. A quorum of Members shall consist of those present.

Section 5. All Members of this organization are entitled to their personal opinions, and all opinions have a right to be heard. However, the following restraints are necessary to prevent chaos:

- A. No one shall be allowed to make his or her opinion of someone's art expression as a personal attack on the person.
- B. If opinions differ, it is up to the Parliamentarian to mediate.
- C. "No bad attitudes."
- D. Time limits on discussions shall be governed by Robert's Rules of Order.

Section 6. Robert's Rules of Order shall govern all meetings.

ARTICLE VIII - NOMINATIONS AND ELECTIONS

Section 1. A nomination committee shall be comprised of three to five volunteers Members of the Association, not currently holding a Board of Directors position. This group shall choose its own Supervisor.

Section 2. The nominating committee will be organized in September of each year.

Section 3. The committee shall inquire of all eligible Board of Directors if they would choose to run for their office again.

Section 4. The committee shall accept any and all persons, who are nominated, Or who ask to run for a certain office.

Section 5. The committee shall make all effort to contact all eligible members for consideration as nominees.

Section 6. The nomination committee will present the nominees to the Board of Directors at the regularly scheduled Board meeting in October.

Section 7. The nomination committee will present the nominees to the Membership at the regularly

scheduled October Membership meeting with nominations accepted from the floor at that time.

Section 8. The names of the nominees will be published in the November newsletter.

Section 9. The nominees will be voted on by written ballot, at the regularly scheduled November Membership meeting. The votes will be counted, and the Supervisor shall announce the winners before the end of the meeting.

Section 10. There shall be no write in candidates.

ARTICLE IX - PROCEDURES

Section 1. Association by-laws may be added to or changed only on the third month of any quarter. The changes must be presented to the Board of Directors at the Board meeting held prior to the second Membership meeting of the quarter. After discussion of each change, for merit, it must be approved, by this group, with a two-thirds (2/3) vote. After approval, all changes must then be presented at the second membership meeting of the quarter, with discussion. The changes must then be placed in the monthly membership newsletter, to be voted on at the third monthly meeting of the quarter and must pass by majority vote of those present.

Section 2. Only votes for Board of Directors shall be by written ballot, all other voting may be by raised hand.

Section 3. There shall be no voting by proxy for any election held by this Association.

Section 4: Absentee ballots must be signed by the Member and received prior to counting votes for any election. Absentee ballots will only be accepted from active Members.

ARTICLE X - FINANCES

Section 1. All monies for the general use of the Association shall be held in a non-interest -bearing checking account until such time as they are needed.

Section 2. The checking account will be in the Association name, and all checks must be signed by the Treasurer plus either the President or Vice-President.

Section 3. All Scholarship funds shall be held in an interest bearing trust fund.

Section 4. An audit of all finances shall take place every December with an audit committee consisting of:

- A. In Coming Treasurer
- B. Out Going Treasurer
- C. One volunteer from the Board of Supervisors
- D. One volunteer from the outgoing Board of Directors
- E. One or more volunteers from the general Membership gleaned from the November Membership meeting.

Section 5. Audits shall balance the financial books of the Association.

Section 6. A statement to the correctness for all balances must be signed before the new Treasurer takes the books.

Section 7. Anyone in charge of any fiscal outlay shall take in not less than three bids for any line of a project

that is over \$25. Bids must be submitted to the Treasurer and the general Board of Directors for approval. The bid showing the least amount of monetary outlay or the greatest amount of good for the Association is the one that must be accepted, unless good reason can be proved otherwise to the Board of Directors. All such extenuating bids must be approved by a two-thirds (2/3) vote of the Directors.

Section 8. New projects that may arise during the year will require submission of a budget to the Board of Directors. If approved, funds shall come out of the general funds, until a source of revenues can be established.

Section 9. The Association will assist artists in making a sale, and collect all taxes. In return the artist will donate 20% of the sale to the Association, plus the taxes.

Section 10. After completion of any income producing event:

- A. The outstanding bills shall be paid from the income.
- B. One-third(1/3) of the remaining funds shall be set aside to help pay for the next year's events.
- C. If the event was for scholarship fundraising, the monies left after A and B shall be deposited into an Interest bearing account or trust fund until needed.
- D. If the event was not for a scholarship fundraiser then the monies shall be placed in the Association general fund.

Section 11. The River Region Art Association Fiscal Year shall begin January 1, and end December 31 of each year.

ARTICLE XI - ART SHOWS

Section 1. Art shows may consist of:

- A. Multi-media events (no form of art may be turned away, except for size constraints).
- B. Group events where two to three forms of art are represented.
- C. Events where only one art form is represented.
- D. Solo art shows for one artist.

Section 2. Cash awards shall not be less than twenty percent (20%) of the art show entry fees, and not more than fifty percent (50%).

Section 3. Non-members shall make a 25% donation plus taxes to the Association for any sale of their art at an Association art shows

Section 4. Art show participation may be either closed (Members only), or open (entries accepted from members and non-member).

ARTICLE XI - SCHOLARSHIPS

Section 1. Scholarships shall be provided for eligible Louisiana public high school graduates in the River Region (as defined in Article III), on a basis of need and talent.

Section 2. These scholarships shall be awarded on a one-time basis to the student, at the beginning of the Spring semester of their Senior year in high school. The money shall be dispersed at the beginning of the first Fall semester after the award was received.

Section 3. Scholarship funds shall be evenly divided into each field of art, as yearly defined by the Association.

However, if not every field has a candidate, then that money shall be evenly distributed into the remaining fields.

Section 4. No scholarship candidate may switch a declared field of art after applications are submitted.

Section 5. Should a scholarship recipient prove in eligible for the scholarship, the scholarship shall go to the next eligible applicant in the field. If there is no other eligible applicant, then the award shall be placed back into the scholarship fund. Eligibility shall be determined by the Scholarship Supervisor, with approval from the Board of Director and the general Membership.

Section 6. To be eligible to claim the scholarship money, a recipient must show a paid receipt for one or more of their field of art classes at a certified two or four year degree granting College or University.

Section 7. Members may apply for scholarships on the same basis as high school graduates. Residency requirements are not applicable for members.

ARTICLE XII - DISOLUTION OF INCORPORATION

Section 1. Upon dissolution of the Corporation, River Region Art Association, all assets shall be donated to charitable, non-profit, art organizations.

Dates of Amendments:

March 17, 2013 – Approved at General Membership Business Meeting