



## CONSTITUTION AND BYLAWS

### Article I - THE ORGANIZATION

**Section 1.** The name of this organization shall be Plano Art Association.

**Section 2.** The Plano Art Association is dedicated to encouraging the visual arts development and education of the membership and community, and inspiring awareness of the visual arts by sharing the joy, passion and beauty within and beyond our Plano community.

**Section 3.** No part of the net earnings of the Plano Art Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purpose set forth in Article 1 Section 2, hereof.

**Section 4.** No substantial part of the articles of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the association shall not carry on any other activity not permitted to be carried on: a) by an association exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenues Code of 1954, b) by an association for the corresponding provisions of any future United States Internal Revenue Law, or, c) by contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of the future United States Internal Revenue Law.)

## **Article II - MEMBERSHIP**

**Section 1.** The membership in this association shall be open to any person who is interested in the objectives of the association, regardless of race, creed, sexual orientation, gender identify, or national origin. The PAA shall strive to recruit a diverse and inclusive membership which is reflective of the community it serves.

**Section 2.** The classes of membership in the association are as follows:

Student: Members in the 12-18 age groups. Student members have no voting privileges.

Senior: Members, age 55 and above, shall have full voting privileges and are eligible to serve in any official PAA capacity.

Adult: Members shall have full voting privileges and are eligible to serve in any official PAA capacity.

Family: 2 Adult members shall have full voting privileges and are eligible to serve in any official PAA capacity.

Senior Family: 2 Senior members shall have full voting privileges and are eligible to serve in any official PAA capacity.

**Section 3.** Honorary Membership may be bestowed at the Senior, Adult, or Family level by reason of character, achievement, with a letter of recommendation. This designation will be determined by a two-thirds vote of the members present at any meeting, provided prior notice has been sent to every member at least one week before it is voted upon. The Past President is automatically an Honorary Member for life. An Honorary Member shall not be required to pay dues. An Honorary Member shall not have voting rights, unless he or she actively serves on the Board of Directors or on a Standing Committee or Special Committee.

**Section 4.** Membership in this association is automatically in inactive status upon non-payment of dues by the anniversary of their previous payment. Members may upgrade their membership at

any time during the year, but their annual renewal date remains the date they first paid.

**Section 5.** Any member may resign or withdraw from the association as a member. The Board of Directors, by affirmative vote of two-thirds of all board members, may suspend or expel any member.

### **Article III - OFFICERS**

**Section 1.** The officers of this association shall be a PRESIDENT, PRESIDENT ELECT, SECRETARY and TREASURER.

**Section 2.** The officers of this Association shall constitute an Executive Committee to meet on call by the President or any two members of the committee, for the consideration of special matters in the interim between regular meetings of the association and the Board of Directors. No member of the Executive Committee may hold office on any other art-related Board. No member of the Executive Committee may be related or married to another person who is currently serving as a member of the Executive Committee.

**Section 3.** The elected officers shall serve on the Board of Directors, which shall meet a minimum of three times per year. Special meetings of the Board may be called by the President or by a majority of the Board members.

### **Article IV - DUTIES OF OFFICERS**

**Section 1.** The duties of the officers shall be as implied by their respective titles and as specified in these by-laws. Each officer shall keep accurate records, and these records shall be turned over to the new officers at the beginning of their term.

**Section 2.** The PRESIDENT shall serve for one (1) year as such, and shall preside at all meetings of the Executive Committee and the Board of Directors. The PRESIDENT shall appoint standing committee chairpersons, subject to the ratification of the Executive Committee; He/She may be a member of all committees, except for the Nominating Committee.

**Section 3.** The PRESIDENT ELECT shall serve for one (1) year as such and in the following year, shall assume the office of PRESIDENT. The PRESIDENT ELECT shall serve on the Executive Committee; shall become acquainted with all the details of the office of PRESIDENT; and generally become prepared to serve as PRESIDENT. The PRESIDENT ELECT shall act as PRESIDENT in the absence of the President. In the event the PRESIDENT is unable to fulfill the term of office, the PRESIDENT ELECT shall become PRESIDENT for the unexpired term.

**Section 4.** The SECRETARY shall serve for one year, as such, and is eligible to serve a second year. The SECRETARY shall maintain an accurate record of the proceedings of all meetings of the association, Executive Committee, and Board of Directors. The SECRETARY shall preserve, in a permanent file, all records and letters of value to the association, to be transferred to the successor at the close of the term of office. The SECRETARY will provide a typewritten copy of all minutes to the President prior to the next meeting. These minutes will be retained for that President's successor. The SECRETARY will also accept nominations for new members of the Board of Directors and Advisory Council.

**Section 5.** The TREASURER shall serve for one year, as such, and is eligible to serve a second year. The TREASURER shall be custodian of all funds of the association, and such funds are to be deposited in a bank designated by the Board of Directors. The TREASURER shall keep an itemized account of all receipts and disbursements and present a full report at all Board meetings. All checks shall be signed by the TREASURER or the PRESIDENT. The TREASURER shall turn over to the successor within two weeks of vacating office all books, records and papers. The TREASURER shall serve as Chair of the Finance Committee, and all Standing and Special Committee Chairpersons are automatically a part of this committee. The outgoing TREASURER shall arrange for the transfer of permissions for the bank accounts.

## **Article V - EXECUTIVE COMMITTEE**

**Section 1.** The EXECUTIVE Committee shall have the power to transact any business of the Association between meetings of the Board of Directors, shall act for the Board of Directors in the interim between meetings of the Board, and shall report thereon at the next meeting of the Board.

**Section 2.** The EXECUTIVE Committee shall ratify all appointments.

## **Article VI - DUTIES OF THE BOARD OF DIRECTORS**

**Section 1.** The BOARD OF DIRECTORS shall direct the Executive Committee to transact any business of the Association between meetings. The Board shall review all reports from the Officers and Committees at meetings and shall either approve such reports, or provide redirection.

**Section 2.** The BOARD OF DIRECTORS shall make recommendations to the association members regarding proposed amendments to the bylaws and shall post such revisions for review and or objections by the membership.

**Section 3.** The BOARD OF DIRECTORS shall supervise the affairs of the association and shall devise measures for its growth and success.

**Section 4.** The BOARD OF DIRECTORS shall conduct all business in a way that shows integrity, respect and mutual regard for human rights and for the community we serve.

**Section 5.** The immediate PAST PRESIDENT shall serve as an Honorary Member on the Board of Directors, and shall act in an advisory capacity with voting privileges.

**Section 6.** Each member of the BOARD OF DIRECTORS shall serve on at least one committee.

## **Article VII - DUTIES OF THE ADVISORY COUNCIL**

**Section 1.** The ADVISORY COUNCIL members are elected by the BOARD OF DIRECTORS.

**Section 2.** The ADVISORY COUNCIL serves as a critical community champion of the Plano Art Association. Members of the ADVISORY COUNCIL share their gifts in service to the mission by providing our organization with their professional expertise; their diverse knowledge of constituent perspectives; their connections to local, national or international resources, colleagues or peers; their philanthropic support or other forms of needed assistance.

**Section 3.** The ADVISORY COUNCIL has no governing function within the organization but is invited to all BOARD OF DIRECTORS' meetings in a non-voting capacity.

## **Article VIII - COMMITTEES**

**Section 1.** These following committees are recommended, but not limited to:

**GALLERY COMMITTEE** - It shall be the duty of the GALLERY COMMITTEE to:

Conduct gallery operations.

Coordinate gallery volunteers.

Collaborate with Member Services to plan and coordinate exhibits and events which take place at the gallery.

**MEMBER SERVICES COMMITTEE** - It shall be the duty of the MEMBER SERVICES COMMITTEE to plan and coordinate the following:

Collaborate with Gallery Coordinator to plan and coordinate exhibits.

Plan strategies for membership growth.

Manage membership renewal.

Manage calendar for members' meetings

- Arrange for greeters at members' meetings
- Facilitate member and non-member exhibits
- Facilitate Annual Member Art Shows
- Facilitate Programs and Demonstrations
- Facilitate and plan Social Events
- Facilitate and plan special member's events

**MARKETING COMMUNICATIONS COMMITTEE** - It shall be the duty of MARKETING COMMUNICATIONS COMMITTEE to plan and coordinate the following:

- Publicity
- Newsletter
- Website
- Social Media
- News Releases
- Printing

**FINANCE COMMITTEE** - It shall be the duty of FINANCE COMMITTEE to plan and coordinate the following:

- A professional audit is not feasible.
- Review financial reports.
- Create a pro forma budget.
- Monitor committees' spending and revenue.
- Recommend budget adjustments.

Collaborate with the Development Committee to provide financial information for grant requests.

**DEVELOPMENT COMMITTEE** - It shall be the duty of the DEVELOPMENT COMMITTEE to facilitate the following:

Fund raising events and projects

Grants

**Section 2. SPECIAL COMMITTEES** may be appointed or created by the President as needed. The chairperson of a Special Committee shall have such duties as may be assigned by the President.

## **Article IX - NOMINATIONS AND ELECTIONS**

**Section 1.** Officers shall be elected at the association's Annual meeting in May. They shall assume their duties at the beginning of the fiscal year on June 1st.

**Section 2.** At the March regular meeting, the association shall elect a Nominating committee of at least five members. At the April regular meeting, the Nominating committee shall present to the association members, a slate of nominations taken from the membership, one or more for each executive office. Nominations may also be made from the floor at the April regular meeting. The Nominating Committee shall seek to create a slate which is diverse and reflective of the population it serves. Elections may either be made by ballot online prior to the Annual meeting in May, or by ballot at the Annual meeting in May.

**Section 3.** Vacancies in office shall be filled for the unexpired term by the President with the approval of the Executive Committee.

**Section 4.** Six months or more shall be considered a term of office in determining eligibility for re-election.

## **Article X - MEETINGS**



**Section 1.** Regular member meetings shall be held at such times and places as scheduled and planned by the MEMBER SERVICES COMMITTEE, with approval from the Board of Directors. There shall be no fewer than seven regular meetings, of which there shall be a minimum of six program meetings. Prior notice of each meeting shall be given to the membership.

**Section 2.** The NOMINATING COMMITTEE will be elected at the regular meeting in March. The proposed slate of executive officers will be presented to the members by the NOMINATING COMMITTEE at the regular meeting in April. Nominations may also be made from the floor at the regular meeting in April. The Annual meeting shall be held in May of each year, during which time, reports will be made to summarize the year's activities, members will have an opportunity to cast ballots, and the newly elected officers will be installed.

**Section 3.** A special meeting of the membership may be held at any time on call of the PRESIDENT, or by a majority of the members of the BOARD OF DIRECTORS, or by petition of one-fourth of the active members, after giving three days notice to the membership of time, place and purpose of such a meeting. The business transacted shall be limited to the purposes of the call. If other urgent matters need to be acted upon, they must be ratified at the next meeting.

**Section 4.** PAA may host exhibits of members' artwork or of invited artists' work. Exhibits may be hosted at PAA's gallery, or in appropriate spaces approved by the BOARD OF DIRECTORS. Exhibits are to be open to the public.

## **Article XI - QUORUM**

**Section 1.** Those members present at the meetings, after notice of such meeting has been given as herein provided, shall constitute a quorum. A majority of members of the Executive Committee

shall constitute a quorum of that body. A majority of the members of the BOARD OF DIRECTORS shall constitute a quorum of that body.

## **Article XII - DUES**

**Section 1.** Membership dues shall be determined by the BOARD OF DIRECTORS and must be approved by the membership.

**Section 2.** Dues shall be payable on the anniversary of the month the member joined PAA.

## **ARTICLE XIII - DISSOLUTION OF ASSETS**

**Section 1.** Should dissolution of the Plano Art Association occur, the BOARD OF DIRECTORS shall, after paying or making provisions for the payment of all liabilities of the association, dispose of all the assets of the association exclusively for the purposes of the association, in such manner, to an organization which operates exclusively for charitable purposes as shall, at the time, qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, for the corresponding provision of the future United States Internal Revenue Law, as the BOARD OF DIRECTORS shall determine.

## **Article XIV - AMENDMENTS**

**Section 1.** These bylaws may be amended by a two-thirds vote of the members present at any meeting, provided a copy of the proposed amendment shall have been sent to every member at least two weeks before it is voted upon.

## **Article XV - PARLIAMENTARY AUTHORITY**

**Section 1.** All meetings of the membership, BOARD OF DIRECTORS, EXECUTIVE COMMITTEE and STANDING COMMITTEES

shall be governed by these bylaws, and may be guided by a current edition of Roberts Rules of Order.

## **Article XVI - POLICY**

**Section 1.** This association shall be non-sectarian, nonpartisan and nonprofit.