

## BY-LAWS OF THE LAFAYETTE ART ASSOCIATION

### ARTICLE I

#### Section 1. – Purpose of the Organization

The purpose of the Lafayette Art Association shall be exclusively for literary and education purposes within the meaning of Section 501 (c) (3) of the current United States Internal Revenue Code; for the promotion, support, encouragement, and advancement of the visual arts, crafts, artists, and craftsmen in our area.

### ARTICLE II

#### Section 1. – Requirements for Membership

Any person may become a member of the Lafayette Art Association, Inc. (hereinafter called “Association”) by:

- (a) Agreeing to comply with and be bound by the Articles of Incorporation and By-Laws of the Association and any rules and regulations adopted by the Board of Directors and Officers;
- (b) Having an interest in the study of art by actually participating in some form of creative work and/or the cultivation of an appreciation for art among the members of the Association and the community at large;
- (c) Paying the membership dues hereinafter provided within the enrollment period prescribed by the Board Members.

#### Section 2. – Regular Membership

The regular membership of the Association shall consist of those members who shall become a member of the Association in the manner hereinabove set forth in Section 1, and they shall be known as Regular Members. The Regular Members shall have all of the voting rights of members of the Association and shall have the exclusive right to elect the Board Members of the Association and to change, by a majority vote of members, the action of the Board Members in making, amending, and repealing the By-Laws of the Association.

#### Section 3. – Honorary Membership

There shall be Honorary Members who shall not have the right hereinabove set forth for Regular Members. Honorary Members shall be composed of individuals, firms, or corporations who adhere to the purposes of the Association, and who are interested in carrying out the purposes thereof, and who have made a substantial contribution in time, money, property, services, or otherwise. The Honorary Members shall not have to pay dues.

#### Section 4. – Membership Dues

The membership fees or dues for Regular members shall be set by the Board Members. Dues are due and payable annually on the anniversary date of membership, and considered delinquent after 60 days.

### Article III

#### Section 1. – Annual Meeting

The Annual Meeting of the Regular Members in good standing (dues paid) of the Association shall be held on the third Wednesday in January of each year. All of such meetings and the time and places thereof shall be called by the President. The Corresponding Secretary shall give written or electronic

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notice to each member of the time and place of the Annual Meeting of the Membership. A Special Meeting may be called in place thereof, and any business transacted or elections held at such Special Meeting shall have the same effect as if transacted at the Annual Meeting. Failure to hold an Annual Meeting of the Regular Members at the designated time shall not work a forfeiture or dissolution of the Association.

### Section 2. – **Special Meetings**

Special Meetings of the Regular Members in good standing (dues paid) may be called by the President, by a resolution of the Board Members, or upon a written request signed by ten percent (10%) of the total Regular Membership of the Association. It shall thereupon be the duty of the Corresponding Secretary to cause notice of such meeting to be given in writing or electronically to the members prior to the meeting.

### Section 3. – **Regular Meetings**

The President, with the consent of the majority of the Board Members, shall establish the time and place of regular meetings to be held at such times as the President shall deem advisable. The Corresponding Secretary shall advise each member, either by mail or electronically, of the times that the regular meetings have been scheduled, and once so notified, each member shall presume to have received notice and no further notice shall be needed for regular meetings. .

### Section 4. – **Voting**

At every meeting of the Regular Members, each member in good standing (dues paid) who is present shall be entitled to only one (1) vote. At all meetings of the Regular Members at which a quorum (3% of Members in good standing) is present, all questions shall be decided by a vote of the majority of the present members voting on the particular question.

In the election of Board Members and Officers for the Association, each member in good standing (dues paid) who is present shall be entitled to one (1) vote for each Board Member to be elected at such elections.

### Section 5. – **Order of Business**

The order of business at the Annual Meeting of the members, and so far as possible at all other meetings, shall be as follows:

- (a) Report as to which members are present in person in order to determine the number of members present.
- (b) Presentation and reading of unapproved Minutes of previous meetings of the members and the taking of necessary action thereon.
- (c) Presentation and consideration of, and acting upon reports of Officers, Directors, and Committees.
- (d) Election of Board Members and Officers
- (e) Unfinished business
- (f) New business
- (g) Adjournment

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## ARTICLE IV

### BOARD OF DIRECTORS

#### Section 1 – **General Powers**

The business and affairs of the Association shall be managed by a Board of Directors, which consists of officers and directors elected annually by the membership and which shall exercise all of the powers of the Association except such as are by law or by the Articles of Incorporation or by these By-Laws conferred upon or reserved by the Regular Members.

#### Section 2. – **Number, Qualifications, and Election.**

The number of Board Members of the Association (which includes officers) shall be from five (5) to twenty-seven (27) members, the exact number to be determined by the Regular Members at the Annual Meeting or a Special Meeting held in lieu thereof. Each Board Member and officer must be a member in good standing (dues paid) of the Association and shall be elected by the Regular Members at the Annual Meeting, or at a Special meeting held in lieu thereof, for the term and as provided by the Articles of Incorporation and these By-Laws.

Voting will be held electronically or by mail between the last meeting of the year in December and the first meeting of the following year in January. It shall be the duty of the Board Members to appoint, not less than thirty (30) days nor more than sixty (60) days before the voting period, a Nominating Committee consisting of not less than three (3) nor more than five (5) members. The committee shall prepare a list of the persons nominated to the Board and present this list of nominations via ballot. Nominations for membership to the Board by members may be made on the ballot also.

The number, qualifications, terms of office, and manner of election of the Board Members shall be as from time to time fixed by the Articles of Incorporation or By-Laws of the Association.

#### Section 3. – **Vacancies.**

Vacancies occurring in the Board Membership shall be filled by a majority vote of the remaining Board Members. Members thus elected by the Board Members to fill vacancies shall serve until the expiration of the term of the Board Member whose office the same member has been elected to fill, or until his or her successor has been duly elected and qualified.

#### Section 4. – **Compensation**

Directors as such shall not receive any salary for their services.

#### Section 5. – **Rules and Regulations**

The Board Members shall have the power to make and adopt such rules and regulations, not inconsistent with the Articles of Incorporation or By-Laws of the Association or the laws of the State of Louisiana, as it may deem advisable for the management, administration, and the regulation of the business affairs of the Association.

The Board Members shall also have the power to make, adopt and amend By-Laws or the management and regulation of the affairs of the Association provided, however, that the making, amending and adopting of By-Laws of the association is always subject to the power to the Regular Members to change the action of the Board Members.

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### ARTICLE V

#### Section 1. – **Number of Officers**

The officers of the Association shall be a President, a First Vice President, a Second Vice President, a Recording Secretary, a Corresponding Secretary, a Treasurer, and a Co-Treasurer until and unless changed by the Articles of Incorporation.

#### Section 2. – **Election and Term of Office**

The officers of the Association shall be elected by ballot, annually by the Regular Members of the Association. Each officer shall hold office until the next Annual Meeting or until his or her successors shall have been elected and shall have qualified.

#### Section 3. - **Vacancies**

A vacancy in any office may be filled by the Board Members for the unexpired portion of the term.

#### Section 4. – **Elected Officers**

The PRESIDENT shall preside at all meetings of the Association and the Board Members. Subject to the approval of the Board Members, the President shall appoint all committee chairmen. He or she shall present at the Annual Meeting a report of the progress and activities of the Association. The President shall also be present at all social events connected with a Lafayette Art Association or Lafayette Art Gallery sponsored event. In the event the President cannot attend, the President shall appoint someone to take his or her place.

The FIRST VICE PRESIDENT shall preside at all meetings in the absence of the President and shall have all the powers and perform all the duties of the President in his or her absence or in the event of his or her inability to perform. In the event of a vacancy in the office of the Presidency of the Association, the First Vice President shall automatically assume the office until elections can be held.

The SECOND VICE PRESIDENT shall plan all programs for the scheduled meetings of members and present this schedule for inclusion in the monthly newsletter and to the Publicity Chairperson.

The RECORDING SECRETARY shall keep the minutes of the meetings of the Regular members and of the Board Members in one or more books provided for that purpose. He or she will also be responsible for sending each member of the Board a copy of the minutes of all Board. He or she shall be responsible for and custodian of the record of attendance.

The CORRESPONDING SECRETARY shall maintain close contact with the Membership Chairperson (Article VII, Section 3) as to paid members and correct mailing addresses of each member. Also, maintain an accurate list of all functions sponsored by the Association along with a correct list of all members and mailing addresses in the form of an Membership Directory to be mailed to all paid members. In general, maintain all correspondence seen fit by the officers of the Association.

The TREASURER shall have charge and custody of and be responsible for all funds and securities of the Association. He or she shall receive and give receipts for money due and payable to the Association

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from any source whatsoever, and deposit all such monies in the name of the Association in such bank or banks as the Board Members may select.

He or she shall disburse the funds of the Association under the direction of the Board Members. Any expenditure in excess of \$500 over the approved budgeted amount are to be approved in advance by a majority of the Board Members.

He or she shall keep accurate books of account showing all receipts and disbursements of the Association, which shall be at all times open to the inspection of the members of the Board. He or she shall prepare and submit a summary of the financial activities to the Board at scheduled meetings and annually to the Membership.

He or she shall sign or countersign all checks, drafts, orders for money, and receipts of the Association as directed by a resolution of the Board Members, and maintain records of the collection of all fees and/or dues of all members of the Association. In general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the board Members.

The CO-TREASURER will be responsible for the task of the Treasurer in his or her absence.

### ARTICLE VI

#### Section 1. – **Committee Appointments**

The President may from time to time appoint such Standing Committees as he or she may deem beneficial and advantageous to the operation of the Association and in furtherance of its objectives and purposes, and from time to time appoint such Special Committees as he or she may deem necessary.

#### Section 2 – **Standing Committees**

The Standing Committees of the Association shall be:

- (a) Finance Committee
- (b) Events Planning Committee
- (c) Fund Raising Committee
- (d) Membership Committee
- (e) Publicity Committee

#### Section 3. – **Duties**

**FINANCE COMMITTEE** shall prepare an Annual Budget and shall submit it for Board approval. It shall also provide an end-of-the-year financial statement to the General Membership at its January meeting. This committee shall be chaired by the Treasurer. It shall also consist of the First and Second Vice Presidents, the Co-Treasurer and a minimum of two (2) Regular Members

**EVENTS PLANNING COMMITTEE** has the responsibility for planning the yearly calendar of events for the Lafayette Art Association including all galleries, satellite galleries, workshops and receptions. The First Vice President will serve as the Over-Chair for this committee.

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**FUND RAISING COMMITTEE** shall submit a plan for procuring funds necessary each year for the operation of the Association and the Gallery (see Article VII) and for financing its projects. The Second Vice President shall serve as Chairperson of this committee. Grant writing will fall under the responsibility of the Fund Raising Committee.

**MEMBERSHIP COMMITTEE** shall collect and keep records of all dues from members of this Association and compile a membership list to be submitted to the Treasurer, Corresponding and Recording Secretaries. This list shall consist of the names mailing address, email address, telephone number, and type of art of each member.

**PUBLICITY COMMITTEE** will promote all LAA publicity.

### ARTICLE VII

#### Section 1 - **The Lafayette Art Association Mission**

The mission of the Lafayette Art Association, Inc. is to encourage, strengthen, and advance the visual arts in Lafayette and its surrounding region. Its primary objective is to increase community participation in the visual arts throughout the diverse population of the Acadiana region.

#### Section 2 - **Showing at the Gallery**

- (a) Members in good standing (dues paid) of the Association.
- (b) Payment of a hanging fee prescribed by the Board
- (c) Must abide by all rules set by the Board for the Gallery

#### Section 3 – **Staff**

**PERSONNEL:** The Lafayette Art Association Gallery requires a level of professional and clerical staff to administer and manage the affairs of the Gallery under the authority of the Board. Ideally, a Gallery Director shall be identified by the Board to coordinate and oversee the administration and management of the Gallery. In lieu of a Gallery Director, tasks required to administer and manage the affairs of the Gallery shall be distributed among volunteers who step forward to be accountable for the selected task or tasks. The Board may relieve volunteers of their duties should the circumstances warrant it.

**SELECTION:** Volunteers for Gallery Director or for one or more of the tasks of the Gallery Director shall be approved shall be by the Board.

#### Section 4 – **Staff Duties**

- (a) The Gallery Director or other appointed volunteers shall be charged with carrying out the business of the Gallery.
- (b) The Gallery Director or other appointed volunteers may participate in the discussions at the meetings of the Board of Directors.
- (c) The Gallery Director or other appointed volunteers shall present to the Board matters related to programs, expenditures, and income.

### ARTICLE VIII

#### Section 1 - **Fiscal Year**

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The fiscal year of the Association shall begin on the first day of January of each year and end on the 31<sup>st</sup> day of December of each year.

### ARTICLE IX

#### Section 1 - **Parliamentary Authority**

The rules contained in the current edition of "Robert's Rules of Order – Newly Revised" shall govern the Association and its Officers in all cases to which they are applicable, and in which they are not inconsistent with these By-Laws and any special rules of order the Association may wish to adopt.

### ARTICLE X

#### Section 1 – **Amendments**

These By-Laws may be altered, amended, or repealed by the Board Members, subject to the power of the Regular Members to change the action of the Board Members, at any meeting. Any meeting called by the regular members in the manner hereinabove set forth shall not be called without first giving notice of the date, time, and place of the meeting, which shall contain a copy of the proposed amendment, alteration, or repeal to be considered at the meeting.

**NOTE: These By-Laws reflect changes approved May 19, 2017**