

# **BROWNSVILLE ART ASSOCIATION**

## **BY-LAWS**

**MISSION - To promote and encourage arts of all kinds and at all levels**

### ARTICLE I. Name

The name of this organization is the Brownsville Art Association, herein referred to as BAA or the Association.

### ARTICLE II. Purpose

1. Offer a forum where-in artists, craftsmen, and people interested in the arts can exchange ideas, learn from each other, and contribute services to the community in the arts field.
2. Provide educational programs, demonstrations, and lectures, which will lead to better public understanding of art.
3. Provide opportunities through shows and exhibitions for The Brownsville area artists and others in all art fields to exhibit their work and gain community recognition.
4. Be responsive to the needs of the community and its civic organizations and in doing so to provide services in the field of visual arts to meet these needs.
5. Support and oversee the administration of the Brownsville Art Center which exists for the above purposes.

### ARTICLE III. Organization

1. The BAA shall begin as a civic organization, under the auspices of the City of Brownsville, with the intent to explore becoming a non-profit.
2. The affairs of the BAA shall be operated and managed by the Board of Directors (herein referred to as the Board) in accordance with the by-laws.
3. In the event the BAA is dissolved for any reason, any remaining assets shall be distributed to charitable or educational non-profit organizations as determined by the Board.

## ARTICLE IV. Membership

1. BAA membership shall be open to all who are interested in promoting the purpose of the organization and are willing to support its activities. A member can either be a supporting/friend member or an active member.
  1. Supporting/Friend of BAA:
    - 1.1. Receive announcements regarding association meetings and events
    - 1.2. May choose to attend open studios, classes, events
    - 1.3. Help support BAA through volunteering or donations
  2. Active Member:
    - 2.1. Receive emails regarding association meetings and events
    - 2.2. Attend meetings and Open Studio
    - 2.3. Volunteer time at the center hosting events, cleaning, painting, setting up and taking down shows/events, do projects for the center, teach classes, etc.
    - 2.4. Actively assist in publicizing BAA
    - 2.5. Serve as an elected member of the Board, or volunteer for one or more of the committees that support the work of the BAA
    - 2.6. May display/sell their work in shows and events for a 20% commission and work at the Center at following Gallery Committee guidelines.
2. No annual membership dues are currently collected but may be established at a future date and shall be set by the Board and approved by the members.
3. Each member shall have the privilege of one vote for election of officers and other issues brought before the main body.
4. Members shall receive notification of meetings and other issues. The preferred distribution method shall be via e-mail whenever possible.
5. General membership meetings shall be held at least annually at a time and place determined by the Board of Directors. The annual membership meeting for election of officers will be held each January.
6. Each member shall keep his/her e-mail address, mailing address, and

phone number current. All changes shall be provided promptly in writing (via e-mail or US mail) to the BAA secretary or treasurer.

#### ARTICLE V. Board of Directors

1. The Board is responsible for overall policy and direction of the BAA. Day-to-day operation is delegated to the Officers and committees. The Board shall consist of three elected officers (President, Secretary and Treasurer), Past President and five at large members. The Board receives no compensation.

2. Officers: Officers shall be elected for two-year terms by majority vote in accordance with ARTICLE X of these by-laws. Each officer may serve unlimited consecutive terms. The term of office begins at the first regular board meeting following the election.

a. President: The President shall serve as chairman of the Board of Directors; shall arrange for the place, time and date of the general meetings; shall preside at all BAA general membership meetings and all Board meetings; shall appoint committees as necessary; and shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

b. Secretary: The Secretary shall take minutes at all BAA general meetings and Board meetings. Minutes and records shall be made available to the general membership. This office shall have custody of all general BAA records, including but not limited to minutes, contracts, reports from the Treasurer and committees, by-laws, committee guidelines and standing rules. The Secretary shall present to the Board all communications addressed to the BAA secretary; shall maintain the membership roster; and shall exercise all duties incident to the office of Secretary.

c. Treasurer: The Treasurer shall have charge of all BAA funds and shall deposit the same in a bank account approved by the Board of Directors; shall sign checks of the BAA; shall provide a written financial account to the Board of Directors and membership body quarterly, and shall exercise all duties incident to the office of Treasurer.

d. Past President and At Large Board Members: At Large Board Members who serve on the Board are voting members, provide support to the Officers and Event Planners, and participate in committee activities. The Past President fills in for other Officers when necessary.

3. Board meetings shall generally be held at least quarterly at a time and place designated by the President. A simple majority of Board members (five) constitutes a quorum necessary to conduct business. Approval of an action item requires affirmative votes from the majority of the Board members present. Board meetings are open to all BAA members and any designated advisors, but only Board members shall have the right to vote.

## ARTICLE VI. Committees

1. Temporary/Standing Committees: The Board may create temporary or standing committees as needed in order to complete the routine functions of the BAA. Each committee will elect a chair, who will report directly to the board. Such committees include but are not limited to:

- a. Marketing and Communications
- b. Education and Workshops
- c. Gallery
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  - b. Exhibits/Shows
  - c. Events
  - d. Jury
- d. Nominations
- e. By-laws
- f. Fundraisers/Grant Writing

## ARTICLE VII. Amendments

1. These by-laws may be altered, amended, repealed or added to by an affirmative vote of a majority (51%) of members present and voting at a general membership meeting, so long as no less than 25% of the active members are present and voting.

2. The membership must be notified at least two weeks in advance of any recommended changes to the by-laws. Notice may be given by newsletter, e-mail, phone, or written notice via U.S. postal service.

## ARTICLE VIII. Salaries or Compensation

1. No Board member shall for reason of his/her office be entitled to receive any salary or compensation for the general work of the board

2. BAA sponsored workshops or other programs that require the transaction of money shall require a specific contract stating the services to be provided and fees involved. These contracts shall be drawn up by the committee chair and signed by both the BAA President and the workshop/program provider.

4. Workshop fees shall include a BAA surcharge to be determined by the board.
5. Art sold at the Art Center shall have a commission of 20% for active members, paid to the BAA.

#### ARTICLE IX. Parliamentary Orders

All matters of parliamentary nature will be handled in accordance with ROBERT'S RULES OF ORDER, when not in conflict with BAA by-laws.

#### ARTICLE X. Voting/Elections/Terminations

1. Voting shall generally be by show of hands unless a secret ballot is requested by a member. Secret ballots may be used for any issue if a member present at any BAA meeting so requires. For issues requiring a ballot, the presence of not less than 25% of the active members shall constitute a quorum.
2. Prior to any vote by secret ballot, the chairman of the meeting shall appoint a committee of three to act as "Inspectors of Election" and who shall, at the conclusion of the voting, certify the results in writing to the chairman. The certified copy shall be physically attached to the minutes of that meeting.
3. The secretary shall count the votes when voting is done by show of hands.
4. The candidate/issue receiving the most votes will be elected/approved. No proxy votes shall be allowed. Absentee votes shall be allowed in extraordinary circumstances only with prior Board approval.
5. Nomination and election of officers shall be made as follows: The Board shall select a nomination committee in October of each year. The committee must secure consent of the nominees prior to presenting a slate of candidates to the Board in December. During the annual meeting, nominations from the floor shall be in order, providing the consent of the nominee has first been obtained.
6. Election of President and three At Large Board Members for two-year terms will be held in odd numbered years; election of Secretary, Treasurer and two At Large Board Members for two-year terms will be held in even numbered years to provide continuity on the Board. In 2019, one At Large board member will be elected for a one year term only, in order to create an additional At Large board position for even numbered years. For clarity, At Large board positions elected in odd numbered years will be referred to as 1, 3 and 5. At Large positions elected in even numbered years will be referred to as positions 2 and 4. The Past President will serve for the two years after they leave the Presidency. Each officer and At Large Board Member may serve unlimited consecutive terms. The term of office begins at the first Board meeting following the January membership meeting.

7. Resignation from office must be received by the Secretary in writing.
8. Board members may be removed by the Board with cause.
9. The Board may appoint a successor to fill any unexpired term. Each successor shall hold office for the unexpired term of his/her predecessor and until a qualified successor is chosen, or until he/she quits for any reason.

Original Approval of By-laws - March 2012

Revised 10/24/12

Revised 1/23/13

Revised 1/13/16

Revised 1/12/19