

# **BRENHAM FINE ARTS LEAGUE**

## **BY-LAWS**

### **ARTICLE I – NAME**

The name of this organization shall be Brenham Fine Arts League, Inc. hereafter referred to as “BFAL”. These By-Laws have been set up in compliance with the Articles of Incorporation file with the State of Texas.

### **ARTICLE II – OBJECTIVE OF THE ORGANIZATION**

The BFAL shall be a voluntary, non-profit, education, literary and charitable association.

#### **Section 1 – Objectives**

The specific and primary purposes are the promotion of the art in all of its forms in the community, including, but not limited to, the following:

- a. Increasing the community awareness of art in all of its forms.
- b. The encouragement of the study of art.
- c. The sponsoring of shows, exhibits, or other public functions at which all forms of art may be displayed.
- d. Providing teachers, rooms, equipment, and supplies for the instruction of art.

#### **Section 2 – Organization**

The BFAL is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt under 501 (c) (3) of the Internal Revenue Code, and/or corresponding section of any future federal tax code.

## ARTICLE III – MEMBERSHIP

This Corporation shall have five (5) classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

### Section 1 – Members

#### A. General Member

1. Membership includes a monthly newsletter, attending monthly meetings with demonstrations, and may purchase art supplies.
2. Is responsible for host/hostess once a year as deemed by the board.
3. Each member in good standing shall be entitled to one (1) vote on each matter submitted for a vote.

#### B. Sponsor Member

May enjoy the amenities of the League and will be exempt from host/hostess duties.

#### C. Benefactors

Any individuals or businesses that make contributions to support the League's endeavors to encourage and promote art in the community shall receive a monthly newsletter and acknowledgement in BFAL's Yearbook.

#### D. Junior Members

Defined as individuals between the ages of 6 and 18. Exempted from all duties and have no voting privileges.

#### E. Honorary Members

The Board of Directors by a majority vote shall have the privilege to elect one new honorary member every two years. The criteria for any member to be selected shall be their good works and standing with the League for the last fifteen (15) years. Said Honorary Member will be exempt

from payment of dues or League duties, but shall have all League privileges.

The number of members in any class as specified above shall be unlimited.

## **Section 2 – Dues**

- A. Shall be set by the Board of Directors and ratified by the membership.
- B. Actual fiscal year is from January 1<sup>st</sup> – December 31<sup>st</sup>.
- C. The General Members' dues are \$45.00 annually, to be paid by the 31<sup>st</sup> of January of each year.
- D. The Sponsor Membership dues are \$100.00 annually.
- E. The Junior Membership dues are \$10.00 annually.
- F. No person shall be denied membership or have his or her membership terminated due to his race, color or creed.
- G. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the resigning member of the obligation to pay any dues, or other charges theretofore accrued and unpaid.

## **Section 3 – Loss of Membership**

- A. Failure to meet the membership requirements as specified in Article III (Section 1 & 2) shall result in loss of membership.
- B. The Board of Directors, by affirmative vote of two-thirds (2/3) of the Board, may suspend or expel a member for cause after an appropriate hearing.
- C. A member in default of the membership payment for more than thirty (30) days.

D. Membership in this Corporation is not transferable or assignable.

#### **Section 4 – Leave of Absence**

- A. The Board of Directors may approve a temporary leave of absence due to extraordinary circumstances.
- B. Volunteer service requirements shall be suspended for the duration of the leave of absence and the Board may appoint a temporary replacement.
- C. Dues, voting privileges and newsletters shall not be suspended.

### **ARTICLE IV – MEETINGS**

#### **Section 1 – Board of Directors**

- A. The Board of Directors shall initially consist of nine (9) directors until altered as provided in Article VIII.
- B. A Director shall be selected by a majority vote of the voting members at the December meeting and assume office as of January 1<sup>st</sup>.
- C. The elected Officers of this Corporation, as provided in Article V, shall automatically be Directors of this Corporation.
- D. The powers of the Board of Directors shall be limited to those prescribed in the Articles of Incorporation and the By-Laws of the Corporation.
- E. The incoming and outgoing Board of Directors shall without further notice than these By-Laws, meet before the January meeting for transfer of official duties.
- F. The Board of Directors at its first meeting shall select two members at large to serve on the advisory council. The

advisory council will not have voting privileges. The past treasurer will automatically serve on the advisory council as well.

- G. An absent member may appoint another member as a temporary proxy to vote on official business at the Board of Directors meeting.

## **Section 2 – Membership Meetings**

- A. This Corporation shall hold afternoon meetings on the third (3rd) Monday of every month at a time established by the Board of Directors.
- B. There shall always be a meeting in the month of December for the purpose of electing officers.

## **Section 3 – Special Meetings**

- A. The President, the Board of Directors, or not less than one-tenth of the voting members may call special meetings of the members.
- B. The President shall designate the time and place of the meeting by written or oral notice to each member in good standing not than ten (10) days before the day of such meeting. Posted notice at the Brenham Fine Arts League office will constitute written notice to all members.

## **Section 4 – Vacancy**

- A. No vacancy occurring in the Board of Directors shall be filled unless said vacancy results in there being less than nine (9) directors.
- B. In that case, said Board of Directors shall fill vacancy, and said Director shall serve the remaining term of his/her predecessor in office.

## **Section 5 – Quorum**

- A. Six (6) voting Board Members shall constitute a quorum at any board meeting.
- B. No meeting may be held or business transacted when a quorum is lacking.

## **ARTICLE V – BOARD OF DIRECTORS**

### **Section 1 – Election of Officers**

- A. A nominating committee, appointed by the President, shall present a slate of officers at the November meeting to be voted upon at the December meeting.
- B. To be elected to office, a member must be twenty-one (21) years of age and of good standing in the Corporation.
- C. The officers shall be elected by the majority vote of the members present at the December meeting and shall hold office for one (1) year.
- D. The newly elected officers shall automatically become Directors of the Corporation.
- E. Officers of the Corporation may by a 2/3 vote remove any officer that is not in compliance with the Policies and Procedures set forth by the Board of Directors.

### **Section 2 – Officers**

- A. President – The President shall be the principal executive officer of the Corporation and shall preside at meetings of the members and the Board of Directors and shall conduct them by formal order of business. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. In the event of absence or

disability of the President, the duties shall be performed by the First Vice President and in the absence of both; the Secretary shall perform the duties. The President shall appoint two (2) members of BFAL to do an in-house audit after the January meeting. The President shall appoint a nominating committee in the month of October.

- B. First Vice President – In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President. He/she shall act as Membership Chairperson and be responsible for the publication of the Yearbook and assist the President as requested. Other committee responsibilities are preparing members' name tags.
- C. Second Vice President – Shall be in charge of programs, workshops and classes. The Second Vice President shall also be responsible for setting up committees as needed for workshops, demonstrations and classes (both adult and children). Shall also be responsible advising the Fourth Vice President in advance of any special supplies needed for workshops. Other committee responsibilities are the Christmas Stroll.
- D. Third Vice President – Shall coordinate any shows or exhibits inside or outside of the gallery that are not handles by a special committee. Oversee the purchase of any supplies needed for the maintenance of the office and gallery; order art supplies; and maintain the art supply room. This shall be done working with the President and Treasurer in accordance with the budget set forth by the President's allowed funds. Other committee responsibilities are the Juried Art Show, Washington County Fair and Scrapbook.
- E. Fourth Vice President – Shall be in charge of the newsletter. He/she may ask volunteers to handle the mailing and

emailing. Email members once a month asking about health concerns and bereavement among members and immediate family.

F. Fifth Vice President – Shall formulate plans for fundraisers and supervise said functions.

G. Secretary – Shall keep a correct record of all meetings and preserve the Corporation documents. It shall be the duty of the Secretary to do all of the correspondence for the Corporation, record and maintain records, and send items of interest to the news media.

H. Treasurer – Shall receive, collect and pay all bills incurred by the Corporation.

1. The Treasurer shall make a written monthly report to the Board of Directors which include:
  - a. The bank book balance
  - b. Investment account balances
  - c. Year to date general ledger account balances
2. Present a report to the BFAL members at the general meetings.
3. The Treasurer is responsible for the following regulatory reports:
  - a. Prepare and pay the sale taxes to the State of Texas and ensure taxes are paid no later than January 20<sup>th</sup>.
  - b. The Treasurer is responsible for preparing the income tax information to be completed by May 15 in the form of 990N (E postcard).
  - c. Must keep abreast of any regulatory changes by the State of Texas and the IRS regarding Brenham Fine Arts League, Inc. non-profit status.



- d. The Treasurer must ensure the Brenham Fine Arts League, Inc. is in compliance with the State of Texas franchise tax returns.
  - e. Treasurer files annually or whenever there are changes to the Board of Director officers with the Secretary of State 9.01 report Texas Non-Profit Corporation Act.
4. Any expenditure exceeding two hundred fifty and no/100 (\$250.00) must be approved by the Board of Directors. Normal building expenditures, utilities, insurance and maintenance are to be paid as required.

### **Section 3 – Parliamentary Authority**

- A. The past President shall be appointed as Parliamentarian.
- B. Robert’s Rules of Order Revised, will govern the BFAL in all cases in which they are applicable and consistent with the By-Laws of BFAL.
- C. The Parliamentarian shall be familiar with these rules and shall rule on their interpretation when called upon.

### **Section 4 – Compensation**

Directors shall not receive compensation for their services. Special compensation can be approved by the Board of Directors for the services provided under extraordinary circumstances.

## **ARTICLE VI – COMMITTEES**

The President shall from time to time appoint committees as are deemed necessary for the management of the Corporation.

## **ARTICLE VII – BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors and committees.

Said books and records shall be kept at the registered office located at 113 W. Alamo, Brenham, Texas and may be inspected by any member for any proper reasonable time.

### **ARTICLE VIII – AMENDMENTS TO BY-LAWS**

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the Directors present at any regular meeting, if at least ten (10) days written notice is given of an intention to alter, amend, or repeal the By-Laws by the Board of Directors meeting. Amendment of the By-Laws by the Board of Directors is subject to repeal and changes, by the action of shareholders at the next meeting of the membership, whether a regular or monthly meeting or called special meeting, called or held following the alteration, amendment or repealing of a By-Law provision.

Notice of an intention to alter, amend or repeal these By-Laws or to adopt new By-Laws shall be given by posting a notice setting forth the By-Laws or By-Law provisions that are to be changed, together with a copy of the proposed new By-Law or By-Laws at the Brenham Fine Arts League, Inc. (Office Space). This notice, when posted shall constitute notice to the members of the Corporation.

### **ARTICLE IX – DISSOLUTION OF ASSOCIATION**

In the event of dissolution of the BFAL by termination of its existence or by operation of law, should it have ownership or be entitled to ownership of any funds or property or rights thereto shall be transferred and sent over to an exempt organization qualified as exempt under the provisions of Section 501(c)3 of the Internal Revenue Code, as amended from time to time, which is engaged in activities substantially similar to the purposes of this

Association. In no event, shall such assets, receivables of property of any sort be transferred to private ownership.