

VALLEY ART ASSOCIATION BY-LAWS

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ARTICLE I. Name

The name of this organization is the Valley Art Association, Inc, herein referred to as Valley Art Association or VAA.

ARTICLE II. Purpose

1. Purposes are officially defined in our Articles of Incorporation, but in summary:
2. The VAA shall provide a forum for open discussion, networking, creative development and promotion of visual art and artists in and around the Chippewa Valley in Wisconsin.
3. The VAA shall foster appreciation of and involvement in the visual arts among non-artists.
4. The VAA shall promote the visual arts by supporting and sponsoring exhibits and workshops in a variety of settings.

ARTICLE III. Organization

1. The VAA shall be a non-profit organization in which no shares of stock shall be issued.
2. The affairs of the VAA 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 VAA is dissolved for any reason, any remaining assets shall be distributed in accordance with the 'Dedication and distribution of assets' section of our Articles of Incorporation.

ARTICLE IV. Membership

1. VAA membership shall be open to all who are interested in promoting the purpose of the organization and are willing to support its activities; are at least 18 years old; have completed a membership form; and have paid the membership fee for the current year or have been given a year's membership.
2. Annual membership dues shall be set by the Board and approved by the members. Dues for established members are payable at or before the February meeting and shall be considered delinquent as of March 1. New members may join at any time during the year; however, the dues will not be prorated after June 30 of each year.
3. Each member in good standing shall have the privilege of one vote for election of officers and other issues brought before the main body. A member who has paid the dues for the current fiscal year or has been designated a privilege of membership is considered a member in good standing.

4. Members shall receive notification of meetings and other issues primarily through the VAA newsletter and the internet. The preferred distribution method shall be via e-mail whenever possible.
5. General membership meetings shall be held monthly (except July and August) 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 VAA secretary.

ARTICLE V. Board of Directors

1. The Board is responsible for overall policy and direction of the VAA. Day-to-day operation is delegated to the Executive Officers and committees. The Board shall consist of four elected executive officers (President, Vice-President, Secretary and Treasurer) and at least three but no more than five at-large members appointed by the President and confirmed by the members. The Board receives no compensation.
2. **Executive 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 two consecutive terms, and may be re-elected to office after a hiatus of one year. 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 VAA 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. **Vice-President:** The Vice-President, in the absence of the President, shall assume all duties of the President; and shall stand in for other board members in their absence. The Vice-President shall automatically be considered for nomination as President for the following term.
 - c. **Secretary:** The Secretary shall take minutes at all VAA general meetings and Board meetings. Minutes and records shall be made available to the general membership. This office shall have custody of all general VAA records, including but not limited to minutes, contracts, reports from the Treasurer and committees, by-laws, and standing rules. The Secretary shall present to the Board all communications addressed to the VAA secretary; shall maintain the membership roster; and shall exercise all duties incident to the office of Secretary. The Secretary shall be the registered agent for VAA's Articles of Incorporation and manage all correspondence/reporting to the state.
 - d. **Treasurer:** The Treasurer shall have charge of all VAA funds and shall deposit the same in a bank account approved by the Board of Directors; shall sign checks of the VAA; shall provide a written financial account to the Board of Directors and membership body monthly; and shall exercise all duties incident to the office of Treasurer.
3. **At-Large Board Members:** At least three but no more than five at-large members shall be selected by the President and confirmed by the membership to serve two-year terms. For the sake of continuity, the appointment of the at-large members shall be staggered between odd and even years so that all terms will not begin or end at the same time. At-large board members may be re-appointed for no more than two consecutive two-year terms, but may be re-appointed after a hiatus of one year.

4. Board meetings shall generally be held monthly at a time and place designated by the President. A simple majority of Board members 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 VAA members and any designated advisors, but only Board members shall have the right to vote.

ARTICLE VI. Committees

1. **Standing Committees:** If the standing committee chairman is an officer, their term as chair shall coincide with their term as officer. Non-officer standing committee chairs shall serve two-year terms. Standing committees are:
 - a. Public relations (includes publicity, ads, notices)
 - b. Newsletter and Web Site
 - c. Education
 - d. Exhibits
 - e. Monthly Programs
2. **Temporary/Special Committees:** The Board may create temporary/special committees as needed and shall appoint committee chairs as needed. The chair's term shall end upon completion of the task. Such committees include:
 - a. Nomination
 - b. By-laws
 - c. Inspectors of Elections
 - d. Fundraisers
 - e. Membership

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. The Board shall hire and fix the compensation of any and all persons as the Board may determine to be necessary for conduct of VAA business.
2. No Board member shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall prevent him/her receiving compensation from the VAA for duties other than as Board members.

3. VAA 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 VAA President and the workshop/program provider.
4. Workshop fees shall include a VAA surcharge.

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 VAA 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 VAA 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 certain circumstances with prior Board approval.
5. Nomination and election of officers shall be made as follows: The Board shall select a nomination committee of three in September of each year. The committee must secure consent of the nominees prior to presenting a slate of candidates to the Board in November and to all members at least two weeks before the election at the January general meeting. Nominations from the floor shall be in order, providing the consent of the nominee has first been obtained.
6. Election of President and Vice-President for two-year terms will be held in even numbered years; election of Secretary and Treasurer for two-year terms will be held in odd numbered years to provide continuity on the Board. Each officer may serve two consecutive terms, and may be re-elected to the same office after a hiatus of one year. 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.