

# ATHENS ART ASSOCIATION

## CONSTITUTION

### And BYLAWS

#### ARTICLE I - NAME OF THE ORGANIZATION

SECTION 1.1. Name: The name of this organization shall be the Athens Art Association, Inc.

#### ARTICLE II - PURPOSE OF THE ORGANIZATION

SECTION 2.1. Purpose: To promote advancement of the artistic standards and skills of Athens Art Association; and support the greater Athens area art community.

1. Enable members to expand, extend, appreciate, and share their visual art experience and knowledge.
2. Meet regularly to conduct business; discuss art; and display and critique fellow artists' work.
3. Inform and create opportunities for members to exhibit and sell their work.
4. Support all artists and art organizations in the Athens area art community. Including the Lyndon House Arts Center; the Visual Arts Guild of Athens; the UGA Lamar School of Art; the Georgia Museum of Art; and other local and regional art groups.

#### ARTICLE III - MEMBERSHIP

SECTION 3.1. Membership. ATHENS ART ASSOCIATION invites all people interested in the visual arts to become a member.

SECTION 3.2. Membership Applications. ATHENS ART ASSOCIATION requires interested persons to fill out a membership form and pay current dues to become a member.

SECTION 3.3. Membership Termination. The ATHENS ART ASSOCIATION Board of Directors by official vote of two-thirds may suspend or expel a member for cause after an appropriate hearing. The termination of membership for any reason shall operate as a release of all right, title, or interest in and to the property, rights, and assets of ATHENS ART ASSOCIATION.

#### **ARTICLE IV - DUES**

SECTION 4.1. Dues. Members will pay yearly dues to the treasurer at the beginning of the calendar year, ideally by January 31<sup>st</sup>. New members joining after July 1<sup>st</sup> may be allowed to pay a pro-rated amount as determined by the treasurer officer. Only members and their invited family may attend our annual ATHENS ART ASSOCIATION Christmas Luncheon.

The following are membership categories and the respective annual dues as of 1 January 2021. For changes in dues during subsequent years, a simple one-page document will be maintained by the treasurer listing the date and dues amounts for any changes from what is listed below:

Student	\$ 10.00
Individual	15.00
Family (Immediate)	35.00
Patron	50.00
Business	100.00

#### **ARTICLE V - OPERATIONS**

SECTION 5.1. General Powers. The property and business of the Athens Art Association shall be managed by the Officers and Board of Directors of the Athens Art Association. The Athens Art Association operates on a voluntary effort and management process.

SECTION 5.2. Administrative Structure. The Officers and Directors of Athens Art association shall be duly elected by a simple majority vote of the Membership each year, for a fiscal-year term January through December. Each member shall vote in person or by digital proxy. Members of Athens Art Association are strongly encouraged to volunteer for Officer and Director positions as this is the only way to assure the accomplishment of Athens Art Association goals, maintenance, and growth of the organization.

SECTION 5.3. Meetings. Athens Art Association Officers and Directors shall meet quarterly. The general membership shall meet once a month. The general membership is welcome to attend Board meetings. Members will volunteer to hold Officer or Director's positions in October and be elected by the membership in November. December will be a transitory month when the new President should conduct a joint planning meeting of the outgoing and the incoming Officers and Directors. Subsequent quarterly meetings of the Board will be called by the President. The President will submit a written agenda for each Board and regular membership meeting 7 days prior for distribution to all members. Special meetings may be called at any time by the President.

SECTION 5.4. Quorum. A majority of the Officers and Directors in attendance will constitute a quorum of the Board meetings, and likewise, a majority of members in attendance defines a quorum of members at regular meetings. For virtual quorums, the number of responses will constitute the quorum. The Board and members do not have to be physically together at a meeting. The requirement to be counted for a quorum is the ability of each member to provide input, discussion, and vote either in person via teleconference, speakerphone, email, etc.

SECTION 5.5. Required Vote. A quorum of the Board is required to vote on and pass resolutions. Any member may propose a resolution at any time at a board or regular monthly meeting. For action, the proposal must be "seconded". The presiding officer at the board or monthly meeting will decide whether or not a motion that has been "seconded" is put to the attendees for an immediate vote or if the motion is referred to the general membership for a vote either at the next monthly meeting or to the general membership for a vote electronically. If the floor resolution is chosen to be voted on by the membership, a quorum of the general membership is required to pass a resolution. With a quorum, a majority vote (greater than ½) shall be necessary for the passage of any resolution or motion except for a change to the bylaws or membership termination. Bylaw revisions and membership termination require a quorum with 2/3rds vote to pass. Each member gets one vote.

SECTION 5.6. Fiscal Year. The fiscal year of the Athens Art Association, Inc. shall end on December 31<sup>st</sup> of each year.

## **ARTICLE VI - OFFICERS and DIRECTORS**

SECTION 6.1. Officers / Directors. The Officers and Directors of ATHENS ART ASSOCIATION volunteer to serve in their positions for the benefit of the Membership without compensation. The members of Athens Art Association appreciate the value of Officer and Directors' contributions in work, time, and talent.

The officers of Athens Art Association shall be President (managing director), Vice President (operations director), Secretary (communications director), and Treasurer (finance director). To direct and perform the work functions of the organization, there shall also be Directors of: Programs, Exhibits, Media, Membership, Social and Legacy. Additional Director positions may be created by the President as the need may arise. All officers and Directors shall constitute the Athens Art Association Board of Directors.

SECTION 6.2. Nomination. The entire Athens Art Association, and in particular, the board, shall be responsible in October for preparing a slate of potential volunteer Officers and Directors for election at the November meeting. Nominations may also be made by any member at the meetings. The objective is to encourage volunteerism and not allow any technicality to get in the way of good volunteering effort.

SECTION 6.3. Tenure. The Officers and Directors shall volunteer in October and be elected in November and serve one year starting in January of each year.

SECTION 6.4. President. The President shall guide and direct Athens Art Association business affairs and properties. The President shall preside over all regular meetings. The President, or a designated Officer (normally Treasurer) shall sign all contracts and obligations of the Association. Any contract that is signed by a designated representative shall be briefed to the President before and after signing. The President can appoint a Director for a special project for a specified period of time. These special project Directors shall have Board voting rights during their tenure.

SECTION 6.5. Vice-President. In the absence of the President the presidential duties shall devolve on the Vice-President. The Vice-President will have intimate knowledge of the Constitution and bylaws and ensure they are followed and maintained and updated as needed. The Vice-President should seek, but not be required, to volunteer and be elected to the Presidential position after serving 1 year as Vice-President.

SECTION 6.6. Secretary. The Secretary shall handle all correspondence for the Association. Notify all members via email or other electronic method of programs, regular meetings, and information on exhibits. The Secretary shall keep the general records of the Association including minutes of all meetings. All records, minutes, treasurer's reports, committee reports, newsletters, and newspaper

clippings should be turned over to the Secretary for storage and safekeeping. The Secretary shall keep all paper and electronic files of the Association in a complete and safe manner and inform other Officers of the safe location. The minutes of Board meetings and monthly meetings will be recorded and given to the general membership via email in a timely manner.

SECTION 6.7. Treasurer. The Treasurer shall be in charge of all financial transactions of Athens Art Association. The Treasurer will collect all dues and monies owed to or given to the Association; disburse all payments by the Association; and keep financial records for the Association. The Treasurer shall make monthly reports to the membership at monthly meetings of the state of Athens Art Association finances; and a yearly summary of monies taken in, disbursements, and the balance. The Treasurer shall report paid-up and deficient members at Board meetings. The Treasurer shall maintain a checking account of the Association's operating funds in a bank selected by the Board.

SECTION 6.8. Membership Director. The Membership Director shall be in charge of maintaining and gaining Athens Art Association membership; create and maintain the new membership form; welcome and inform new members of Athens Art Association policies and practices; introduce new members to established members; keep and update the membership roster (list) and make it available to Athens Art Association members, ensure the basics of the Athens Art Association bylaws are understood to new members; and assist the Treasurer in the collection of dues.

SECTION 6.9. Program Director. The Program Director shall oversee obtaining guests to give an art-related presentation at Athens Art Association regular meetings. He/she may alternatively conduct a workshop or engaging activity by and for the members.

SECTION 6.10. Social Director. The Social Director shall be in charge of food and refreshments at regular meetings and Athens Art Association special events, including the annual Christmas Luncheon and Summer Picnic. Volunteers are encouraged to provide food and beverage and greet and make welcome all visitors, guests, and new members.

SECTION 6.11. Media Director. The Media Director is charged with maintaining the Athens Art Association website and other social media pages and clouds. He/she will encourage all members to provide content for posting; and educate the membership on methods of promoting members' art on social media.

SECTION 6.12. Exhibit Director. The Exhibit Director shall advise members of opportunities to exhibit their artwork and create Athens Art Association exhibitions. He/she shall coordinate with galleries, businesses, and government and public agencies seeking locations for members to display and sell their artwork.

SECTION 6.13. Legacy Director. The Legacy Director shall maintain and continually update the history of the Athens Art Association from its founding in 1919. Along with the Treasurer, he/she will also be in charge of acquisition, use and, distribution of legacies or gifts to Athens Art Association.

SECTION 6.14. Election of Officers. Officers shall volunteer in October, be elected in November, and assume office in January of each year. December is intended to be a transitory month.

## **ARTICLE VII - MEETINGS**

SECTION 7.1. Monthly Member Meetings. Member meetings of the Association shall be held monthly. Board of Directors meetings will be held quarterly. Special meetings can be called as required by the

President at any time. The administrative process for special meetings (nominations, motions, resolutions, voting, etc.) will be the same as regular meetings; the social part of a special meeting may differ from a regular monthly membership meeting. In the event of a force majeure event like a pandemic, all meetings may be held via teleconference or by other electronic means.

SECTION 7.2. Notice of Meetings. Notice of and Agenda for all Athens Art Association meetings should be emailed to all members 7 days prior to the meeting. The President will provide the Agenda to the Secretary and members in a timely manner. Regular meetings will normally include social time, an informative presentation, discussion of Athens Art Association old and new business, and a “show and tell” of members’ creations.

SECTION 7.3. Voting Quorum of Members. A quorum is required at all Athens Art Association meetings to obtain action of the Board or the Membership. Each Officer and Director is entitled to one vote at the Athens Art Association Board meetings. If a resolution is passed to defer a decision to the membership, each Athens Art Association member is entitled to one vote. Voting via email, text, phone in, or other electronic means is allowed for all Officers, Directors, and members if the voting is virtual. For a virtual meeting, the presiding officer will set the timeline for a vote deadline, normally a few days. At the deadline, the number of respondents will constitute a quorum. A reasonable amount of time should be allowed for introduction and discussion of resolutions before voting; again, normally a few days. For in-person / non-virtual meetings, the voting shall be concluded before the meeting is adjourned.

## **ARTICLE VIII - AMENDMENTS**

SECTION 8.1. Amendments. The Constitution and bylaws of the Athens Art Association may be amended by an affirmative vote of 2/3rds of the Board of Directors, and then, when presented to the general



membership, 2/3rds of the voting membership. Each member will have one vote to be given in person or by absentee vote emailed or texted to the Secretary.

## **ARTICLE IX - NON-PROFIT**

SECTION 9.1. Non-Profit. The Athens Art Association, Inc. is not organized nor operated for financial gain or profit but shall exist to promote the cultural interest of the members and the community. The Athens Art Association is registered with the State of Georgia Corporations Division with Control number H400574. All income, contributions, and gifts received by Athens Art Association are used for operating expenses; and donations to art-related public art centers, museums and libraries, student scholarships, and art programs to benefit the community; in the event of dissolution, residual funds will be distributed in the same manner as donations. No part of the earnings will inure to the benefit of any Athens Art Association member.

ISSUE DATE: April 11, 1973

REVISION No. 1: October 12, 1988

REVISION No. 2: April 12, 1995

REVISION No. 3: October 2<sup>nd</sup>, 2020 – for major re-write of the entire bylaws

REVISION No. 4: January 5<sup>th</sup>, 2021 – added a dissolution clause in Article IX