

# Prince William Art Society, Inc.

## By-laws 2009

### **ARTICLE I. Organization Name**

The name of the organization is the Prince William Art Society, Inc., (Prince William County, Virginia) hereafter referred to as the Society.

### **ARTICLE II. Purpose**

#### Section 1.

The purpose of the Prince William Art Society, Inc., is educational and charitable in nature and provides its members the opportunities to succeed and grow as artists by:

- a) Providing educational opportunities at monthly membership meetings by inviting guest artists, members, and others as speakers who would like to share their talents and experiences with fellow members.
- b) Sharing art publications and exchanging information concerning local exhibitions and permanent collections in the area.
- c) Providing venues for members to exhibit their art for sale, and offering opportunities to have their art critiqued in a constructive manner.
- d) Providing community outreach with artist participation in various educational and cooperative programs and exhibits.
- e) Providing, if funds are available, an art scholarship to a deserving art student in one of the local High Schools, alternating schools if this becomes an ongoing project.

#### Section 2.

The Prince William Art Society, Inc., shall operate as an independent nonprofit 501c(3) organization. No part of the net earnings of the Society shall incur to the benefit of any individual member.

### **ARTICLE III. Membership Eligibility**

#### Section 1.

- a.) Membership is open to all artists 18 years or older working in any art media, and/or to individuals interested in supporting Society goals.
- b.) New applicants will be accepted into membership of the Society upon receipt of payment of membership dues and completed membership form.

#### Section 2.

The membership year will coincide with the fiscal calendar year and run from January 1 to December 31, dues being paid by January 31. Only members in good standing shall be included in the annual Membership Directory.

### Section 3.

A member is an individual who shares interest in the execution and promotion of the arts and who fulfills membership requirements of the Prince William Art Society, Inc., including volunteer service hours as established by the Executive Board.

### Section 4.

Current membership is required in order to participate in any Society sponsored show. Participation fees are not charged to those members who chair a show or hospitality event.

### Section 5.

Dues are determined annually by the Executive Board. Listed below are the following categories of memberships:

- a.) Adult: Any individual 18-59.
- b.) Family: All members of an immediate family living in the same household.
- c.) Senior: Any individual age 60 and over.
- d.) Honorary: Individuals who have been proposed, voted upon, and approved by the Executive Board. This membership is free for one year.
- e.) Supporting Sponsor: Any person or organization contributing \$25.00 - \$99.00 annually.
- f.) Supporting Patron: Any person or organization contributing \$100.00 or more annually.

## **ARTICLE IV. Executive Board of Directors**

### Section 1.

The Executive Board manages the operation of the organization.

### Section 2.

The Executive Board is comprised of the following elected officers:

**President:** Chairs the Executive Board and presides at all meetings of the Society. The President shall convene at least 2 Executive Board Meetings each year. Prepares agenda for all general membership meetings and Executive Board meetings. Delegates responsibilities and assigns tasks to Executive Board members. Monitors status and completion of those tasks. Provides signature on legal documents. Serves as liaison between public, other organizations, and the Society. Coordinates functioning of other offices.

**Vice President:** Acts as the assistant to the President and fulfills the duties of the President in her/his absence. The Vice President acts as liaison with Committee Chairpersons, and with society members. Reviews e-mailed articles for publication in the newsletter; reviews, maintains, and responds to the Society e-mail address.

**Secretary:** Records minutes of Executive Board Meetings and general membership meetings. In addition, the Secretary takes care of correspondence as requested by the Board. The Secretary should maintain a current copy of the by-laws with any amendments noted and any special rules adopted by the organization. Maintains an inventory list and location of all Society property.

**Treasurer:** The Treasurer shall receive all Society funds, deposit them in a Virginia bank and pay all bills out of this account. The Treasurer shall present a brief report at each meeting of the Society Revenues and Expenses. The Treasurer should assist in preparing for the Annual Budget. Among other duties are renewal of the yearly Corporation license and the Liability Insurance.

**Member-At-Large:** The Member-at-Large should be elected by the members to represent their interest at the Executive Board level.

### Section 3.

**Executive Board duties are to:**

- a.) Develop the annual budget.
- b.) Approve expenditures and monitor budget implementation.
- c.) Establish and monitor financial records and oversee preparation of financial statements.
- d.) Develop a comprehensive plan including promotional and fund-raising opportunities.
- e.) Establish and periodically review Society officers' job descriptions and responsibilities.
- f.) Establish and periodically review Society by-laws.
- g.) Periodically review Board Member responsibilities.
- h.) Ensure compliance with federal and state financial reporting requirements.

### **Terms of Office for Elected Officials**

- a.) Each term of office shall be for two (2) calendar years.
- b.) No Executive Board Officer may serve more than two (2) consecutive terms in the same position.
- c.) Should an elected officer resign, or be unable to fulfill the duties of the office, such vacancy shall be filled by appointment of the board until the next election.

### **Executive Board**

#### Section 1.

The Executive Board consisting of the elected officers shall direct the Society.

#### Section 2.

The duties and authority of the Executive Board shall be to conduct business of a generally routine and administrative nature, including the disbursement of funds for the expenses set forth in Financial Policy (Article IX) and to engage in long-range planning to establish tentative guidelines for

presentation to the membership. All matters involving policy, fund raising, building, and long- and short-range planning shall be presented to the general membership for approval before implementation.

### **Appointed Committees**

#### **Membership Chair:**

- a.) Tracks current, lapsed, and prospective members, and sponsors.
- b.) Maintains current membership roll and publishes it each March and September.
- c.) Provides membership cards to new and renewing members.
- d.) Provides new members with By-Laws and other relevant materials.
- e.) Provides Newsletter Editor with information about new members to be included in the newsletter.

#### **Shows Chair:**

- a.) Oversees all shows, but relies on volunteers on a show-by-show basis.
- b.) Determines types of shows the Society will sponsor and presents them to the Executive Board with projected costs.
- c.) Participates with the Executive Board to establish the show schedule.
- d.) Identifies and books show facilities.
- e.) Write rules and regulations necessary for each show.
- f.) Designs entry forms to be included in newsletters.
- g.) Arranges awards, juries, and judges, when necessary.
- h.) Works with the Publicity Chair to arrange for publicity, flyers, advertising, and invitations.
- i.) Coordinates with artists, public, and facility administrator for all necessary information, supplies, keys, signs, set-up and takedown.
- j.) Coordinates with Newsletter, Publicity, Treasurer, Hospitality, and other Society committees as necessary.
- k.) Recruits volunteers to help with set-up, takedown, and hosting.
- l.) Collects the inventory lists from artists when they sign-in at a show.
- m.) Maintains show notebook.

#### **Programs Chair:**

- a.) Arranges for artists to provide a program to follow the business meeting. The steps necessary include (but are not limited to):
- b.) Collect names and information on artists.
- c.) Contact artists and make request for program.
- d.) With the artists who reply positively, negotiate type of program, cost, and date.
- e.) Obtain Executive Board approval prior to incurring costs.
- f.) Obtain artist's bio and program description for blurb in Society Newsletter and Publicity.
- g.) Provide blurb to Society Newsletter and Publicity.
- h.) One month ahead, remind artist of their commitment, provide driving instructions, answer any questions or concerns .
- i.) One day ahead, remind artist again of their commitment.

- j.) Send a thank-you card or email after program.
- k.) Provide list of members who gave programs to the Membership Chair so that they receive their one-year free membership as payment.

Hospitality Chair:

Ensures refreshments are provided at the general meetings, exhibits, and other Society events by recruiting from the membership to bring them. Expenses incurred will be reimbursed by the Treasurer.

Publicity Chair:

Provides information about Society activities to local newspapers.

Historian:

- a.) Accumulates any materials about the Society that may be of historic value to the Society in the future. Includes, but is not limited to:
  - (1) Clippings from local newspapers about Society programs or exhibits.
  - (2) Photos taken at any Society event. These should include the names of all those in the photo as well as the date, location, and name of the event.
- b.) Establishes and maintains a system for storage of this information, such as scrapbooks or photo albums that may be easily transported and made available to the membership upon request.

Newsletter:

Collects news items of interest to the members and edits information based on space limitations,

information may include, but not be limited to:

1. Recent or future classes, exhibits, or local art events in which the Society participated or will participate.
2. Recent or future classes, exhibits, or local art events in which Society members participated or may participate in independently of the Society.
3. Any such event of interest advertised by other art groups in the region, as published in their newsletters.
4. Messages from the Society President and/or other officers that concern the membership.
5. Information about the upcoming meetings and the programs to be offered.
6. Any awards to, special achievements of, or other art-related news from individual members.
7. Other art-related news from individual members.
8. Entry forms with Newsletters for upcoming Society shows.
9. Art items members are willing to buy, sell, or trade with other members.
10. List of current officers, positions, and Chair names.
11. List of new members.
12. Deadline to receive these items is the 25<sup>th</sup> of the previous month in which the

newsletter will be published.

13. Newsletters will be sent to members by the 1<sup>st</sup> of the following month.
14. Ideally, the newsletter job should be divided among two people; one to gather and sort through materials and another to print and distribute.
15. Peruse newsletters from other art groups, miscellaneous mail, and other resources for items of interest particularly classes and exhibits which members may participate in.
16. Editing, layout, printing, and distribution of the newsletter.
17. Labeling, stamping, and mailing of the newsletter.
18. Receipts for expenses in producing the newsletter will be submitted to the Treasurer for reimbursement.

#### Phone Tree:

Remind members of upcoming meetings by phoning them five days prior to meeting.

#### Committees:

- a.) Committees will be composed of members who volunteer. The nature and purpose of committees will be subject to approval by the Executive Board. The Committee Chair will report the committee's status and activities to the Board.
- b.) Committees may be added, deleted or revised at the discretion of the Executive Board. The Executive Board, as required to further the business of the Society, may make changes to the Committees' configurations and/or responsibilities.

### **ARTICLE V. Nominations**

#### Section 1.

The Executive Board shall appoint a Nominating Committee to communicate with prospective members willing to serve, and to furnish them with a written description of duties if so desired. Nominations shall be placed before the general membership in October with elections held in November to coincide with the year-end.

### **ARTICLE VI. Elections**

The nominees for Executive Board for the following year shall be announced at the November meeting. The name of each nominee will be read to the general membership. The general membership will be asked for additional nominations. Beginning with the nominee(s) for President and continuing through the Executive Board Roster, each name will be announced and the members will raise their hands in support of their desired nominee. Votes for each nominee will be counted and the member with the majority of votes is elected to the position.

## **ARTICLE VII. Meetings**

### **Section 1.**

All general membership meetings are open to the public.

### **Section 2.**

Regular meetings of the Society shall be held each month, except for July, August, December, and January. However, additional meetings may be held at the direction of the Executive Board. General membership meetings are held at the Canterbury Woods Community Center, 12184 Springwoods Drive, Lake Ridge, VA, at 7:30 p.m., on the third Wednesday of each month except as noted above.

### **Section 3.**

The rules contained in Robert's Rules of Order (Revised) shall govern the Society in all cases to which they are applicable and in which they are not inconsistent the by-laws or the special rules of this Society.

### **Section 4.**

Individual members are entitled to one vote. Family memberships are entitled to two votes. Adult members, family members age 18 and over and senior members shall have office-holding rights.

### **Section 5.**

Any officer who has not attended three (3) consecutive meetings of the Executive Board, without sufficient cause, may be declared "not in good standing." The other members of the Executive Board may appoint a volunteer replacement officer to serve the remainder of the term.

## **ARTICLE VIII. Dues**

### **Section 1.**

Membership dues, the amount to be determined by the Society, in accordance with its needs, are payable at the time of application for membership and every January thereafter.

### **Section 2.**

There shall be no prorating of dues.

## **ARTICLE IX. Finances**

### **Section 1.**

The Society will operate on a calendar-based fiscal year, i.e., 1 January through 31 December.

Section 2.

Funds obligated by Committee Chairs are authorized within their approved budget levels. Obligations not provided for in approved budget may be authorized by the Executive Board up to \$200.00. If greater than \$200.00, authorization by the membership is required.

Section 3.

No loans or large commitments over \$200.00 shall be contracted on behalf of the Society and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Board and approved by the membership.

Section 4.

At no time are financial obligations to exceed funds then available.

Section 5.

At each regular meeting, the Treasurer shall present a financial report, with copies for the President and Secretary.

Section 6.

The Treasurer shall sign all checks. In absence of the Treasurer, the President is authorized to sign checks.

Section 7.

Petty cash in the amount of no less than \$100.00 and no more than \$150.00 shall be kept in the cash box for shows by the Treasurer.

Section 8.

The Treasurer shall reimburse duly authorized persons for expenses when furnished with the necessary receipts. The Treasurer has the authority to authorize up to \$200 without consulting the Board. The Executive Board or membership can make exceptions in accordance with Section 3 above.

Section 9.

An internal audit by two members not part of the Executive Board, or a third party, shall be conducted annually with their report submitted to the membership at the February meeting.

Section 10.

Members participating in a PWAS sponsored show may contract commissions that will be subject to a 15% commission going to the club. The club will collect a 50% deposit at the time of the sale thus giving the artist some protection for the investment of their time and effort if the customer does not pick up the work.

**ARTICLE X. Amendments**

These By-laws may be amended at any general meeting provided that the members are given notice prior to the General Membership Meeting and that the majority of members present approve the

changes. Once authorized, the amendments shall bear the date of adoption. Amendments will be reported to the Corporation Commission.

#### **ARTICLE XI. Records**

Society records are kept for a period of not less than 5 years. All officers' records are turned over to the incoming officers when they assume office.

#### **ARTICLE XII. Compensation**

No officer or member of the Society shall receive any compensation for serving as officers or for participation in the activities of the Society, with the exception of the reimbursement of bona fide expenses incurred in connection with Society business.

#### **ARTICLE XIII. Propaganda, Political Activities**

The Society shall not participate in any political situation, nor shall it participate in any propaganda or activities contrary to its goals. This should not be construed as to limit any member from participating in any activity as long as he/she does not represent himself/herself as an official representative of the Society.

#### **ARTICLE XIV. Incorporation**

The society will abide by the Articles of Incorporation as approved by the Virginia State Corporation Commission, 6 January 1976, amended 4 May 1999, and will comply with the State and Federal Laws governing such a corporation.

#### **ARTICLE XV. General**

##### Section 1.

A quorum for the conduct of business at membership meetings is 15 members.

##### Section 2.

A quorum for the conduct of business at the Executive Board is 3 elected members.

#### **ARTICLE XVI. Dissolution**

Dissolution of the Society shall be by consent of the members present. Upon dissolution, no part of the property or assets of the Society shall inure to any director, officer, or member of the Society, but shall be distributed for charitable, educational, or civic purposes to be decided by a majority of the remaining membership, and in accordance with IRS c(3).

**KNOW ALL MEN BY THESE PRESENTS; that the undersigned secretary of the organization known as the Prince William Art Society, Inc., does hereby certify that the above and foregoing by-laws were duly adopted by the members of said Society, as the by-**

**BY-LAWS AMENDED JANUARY 1994**

**BY-LAWS AMENDED NOVEMBER 1998**

**BY-LAWS AMENDED APRIL 1999**

**BY-LAWS AMENDED AUGUST 2005**

**BY-LAWS AMENDED FEBRUARY 2007**

**BY-LAWS AMENDED FEBRUARY 2009**

