

BY-LAWS
OF THE
TEXAS VISUAL ARTS ASSOCIATION

ARTICLE I - NAME, PURPOSES, AND OFFICES

Section 1.1 Name: The Name of this organization is TEXAS VISUAL ARTS ASSOCIATION.

Section 1.2 Purpose: The Association is organized for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions or provision of any subsequent United States revenue law (herein collectively called the "Code").

As limited by its Articles of Incorporation, and within the scope of the stated purposes, but not restricted by them, the Texas Visual Arts Association is to work toward the advancement of visual arts:

- a) To provide local, statewide and national opportunities for artists to grow in their skills, reputation, and marketability,
- b) To encourage the advancement of the visual arts in all media and styles,
- c) To increase the possibilities of art experiences for the people of Texas,
- d) To encourage opportunities for donors or sponsors of art activities to find worthy outlets for their support of the arts.

Section 1.3 Offices: The Association may have, in addition to its registered office, offices at such places within and without the state of Texas, as the Board of Directors may from time to time determine or as the activities of the Association may require.

ARTICLE II - GENERAL PROVISIONS

Section 2.1 Non Profit Status: The Association is a nonprofit corporation. It is organized and operated exclusively for nonprofit purposes. No part of its net earnings shall inure to the benefit of any officer, director or private individual. Nor shall it ever declare or make any dividend or any distribution to any officer, director or private individual.

Section 2.2 Reasonable Compensation for Services: Nothing in these By-Laws shall prevent the payment of reasonable compensation for services rendered when authorized by a majority vote of the Board present..

ARTICLE III - MEMBERSHIP

Section 3.1 Membership: Membership in the Association will be voluntary and open to all persons upon payment of annual dues. A member is active when dues are paid.

Section 3.2 Classes of Membership: The Association shall have six classes of membership. Only Regular and Student members are voting members and shall have one vote each.

- a) Regular: Regular membership shall consist of individual members who have paid the required dues as determined by the Board.
- b) Student: A member may be considered a student if enrolled in a high school or carrying at least nine credit hours in an approved college or university a program. Dues for student membership are lower than regular dues and determined by the Board.
- c) Organization: Visual arts related organizations may join the Association when approved by the Board of Directors and pay organization dues. Organization members may participate in the Association's activities as an organization such as hosting exhibits at the TVAA Gallery. Organizational members must designate one person to be their representative to TVAA.

- d) Patron: Patron membership shall consist of individuals who wish to be involved in the organization and have paid patron dues.
- e) Honorary: Honorary membership may be conferred upon a person or organization who has rendered outstanding service to the community. The name and qualifications of the person to be so honored shall be presented for membership and must be approved by majority vote of the Board present at a meeting.
- f) Advisory: Advisory Board members consist of individuals representing major art groups demonstrating business acumen or other talents, which will benefit the organization on an advisory level.

ARTICLE IV - DUES

Annual dues shall be an amount decided upon in the spring of each year by the majority of the Board present at such meeting. Approved membership dues are effective at the beginning of the fiscal year, July 1 or at another such annual date determined by a majority of the Board.

ARTICLE V - SIGNATURE STATUS

All active members who have had works accepted in five juried Regional, Citation and/ or Open exhibitions of TVAA shall be considered Signature members and shall be entitled to display the TVAA signature.

ARTICLE VI - PROGRAMS AND EXHIBITIONS

Section 6.1 Programs: Programs are open to all active regular members on a first come, first serve basis at the rate determined by the program chairperson for such program.

Section 6.2 Competitions and Exhibitions: The Association will sponsor exhibitions throughout the year. There will be three regularly scheduled exhibitions and on occasion additional exhibitions:

- a) **Membership Exhibition:** All active members are allowed one entry. Entry fee is set by the Board.
- b) **High School Exhibition:** Open to entries from high school students in Dallas Fort Worth area. Entry fee is to be set by the Board. The High School Exhibition is a juried show.
- c) **Citation Exhibition:** All active members are admitted with entry fee determined by the Board. The Citation Exhibition is a juried show. Number of entries is determined by the Board.
- d) **Open Exhibitions:** The Association may sponsor open exhibitions from time to time. Invitations will be extended on a National or Regional basis as determined by the Board. Entry fees for members and non-members will be determined by the Board.

Section 6.3 Juror Pool:

- a) A list and biographies for jurors representing artists, instructors, gallery owners, curators, directors of museums and other art professionals shall be maintained for the use of the Association.
- b) The jurors for the exhibitions of the organization shall be approved by a majority of the Board present prior to the publication of a prospectus for the show, and shall encourage all styles of art through a variety of jurors throughout the year.

ARTICLE VII - MEMBERSHIP MEETINGS

Section 7.1 Regular Membership Meetings: One or more membership meetings shall be held each year. Notice of the time and place of the meeting shall be sent to all members prior to the date of the meeting via the Newsletter and e-mail. At the end of the fiscal year a Membership Business Meeting will be held for the election of Association officers and directors for the following year.

Section 7.2 Special Meetings: A Special Meeting of the members may be called at any time by the Board. Special Meetings may also be called at the written request of 15 members. All members must be notified of the meeting at least ten days in advance.

Section 7.3 Quorum: Those active members attending a meeting after due notice has been given shall constitute a quorum.

Section 7.4 Consent of Directors: Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting with consent in writing setting forth the action to be taken which shall be signed by all the directors or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any document.

Section 7.5 Telephone/Electronic Meetings: Subject to the provisions of applicable law and these By-Laws regarding notice of meetings, members of the Board of Directors or members of any committee designated by the Board of Directors may, unless restricted by the Articles of Incorporation or by these By-Laws, participate in and hold a meeting by means of conference calls or any other form of electronic communication equipment by which all persons participating in the meeting can hear or read and respond to one another. Participation in such a telephone conference or such other electronic communication shall constitute presence in person at such meeting.

ARTICLE VIII - OFFICERS

Section 8.1 Officers: The officers of TVAA shall be: president, first vice president, second vice president, third vice president, recording/corresponding secretary, treasurer, and immediate past president. Each office may be shared by two or more persons. One person may hold two offices with the exception of President and Secretary.

Section 8.2 Duties of Officers:

- a) **President:** Shall preside at all meetings, have control of the business and activities of TVAA, execute all contracts and other instruments on behalf of TVAA, act as ex-officio member of all committees except the Nominating Committee, cause the review and revision of the operating procedures on a timely basis, appoint the Nominating Committee at the appropriate time and appoint a CPA to do an independent review of the treasurer's records at the end of his/her term.
- b) **Vice Presidents:** It shall be the duty of each vice president to supervise and coordinate the activities of an assigned jurisdiction and, when so designated, to perform the duties of the president. The vice presidents shall perform such other duties as the president and the Board may designate. The assigned jurisdiction for each vice president shall be defined in the operating procedures.
- c) **Recording/Corresponding Secretary:** It shall be the duty of the secretary to keep a permanent record of all meetings; to maintain a file of committee reports, budgets, financial statements, minutes, by-laws, correspondence and other documents of TVAA created during the year; and to notify all Active and Advisory Board members of business.

- d) **Treasurer:** The duties of the treasurer shall be to collect and receive all monies and be the custodian of these monies; to deposit them in a bank designated by the Board and to disburse the same only upon the order of the Board or the President and to present a statement to each Board Meeting and an annual report at the end of the fiscal year the Treasurer shall submit all records for independent review at the end of the fiscal year. He or she shall sign the checks for TVAA with the authorization of at least two officers including the President, Secretary or Vice President.
- e) **Immediate Past President:** Shall act as parliamentarian at all business meetings and chair the Nominating Committee. She or he may form an Advisory Board as defined in the Operating Procedures.

ARTICLE IX - BOARD OF DIRECTORS

Section 9.1 Board Members: The Board of Directors shall be composed of not less than twelve (12) elected/appointed members including all officers and shall be no more than thirty-five (35) members. All committee chairs, co-chairs, and assistant officers shall be included on the Board. All members of the Board carry one vote.

Section 9.2 Meeting Frequency: The Board shall meet at least six times a year.

Section 9.3 Powers of the Board: In addition to the power and authority conferred upon it by law, the Board may exercise all powers of the Association and do all lawful acts on behalf of the members. The property, business, and affairs of TVAA shall be managed by the Board.

Section 9.4 Removal: Any member of the Board who fails to attend a total of four Board meetings during any one fiscal year or fails to meet their charge may be removed from the Board by a majority vote of the Board present.

ARTICLE X - EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, 1st Vice President, 2nd Vice President, 3rd Vice President, Secretary, Treasurer, and Parliamentarian.

ARTICLE XI - ELECTION OF OFFICERS AND BOARD OF DIRECTORS

Section 11.1 Qualifications: Only regular members are eligible to hold office or serve on the Board of Directors. At least half must be or have been artists.

Section 11.2 Term: The officers and Board shall be elected each year. The term of office shall be one year or until the installation of their successor.

Section 11.3 Nominations:

- a) **Nominating Committee:** At least 110 days before the annual election meeting, the president shall select a nominating committee consisting of the immediate past president, one officer, and one board member. The committee shall present a complete slate of candidates at least 60 days prior to the election. The committee shall exercise appropriate care to ensure that the Board shall represent TVAA and promote its activities, that the individual will fulfill his or her duties and that the consent of the nominee has been obtained.
- b) **Nominations:** Additional nominations shall be solicited from the membership via the Newsletter or broadcast e-mail 30 days before the election.
- c) **Nominations from the floor:** Other nominations may be made from the floor at the election meeting provided that the nominee is present, meets the qualifications for the office and gives consent.

Section 11.4 Resignation: If an officer or Board member resigns or is removed, the vacancy may be filled for the remainder of the term by majority vote of the officers present.

Section 11.5 Special Meetings: Executive Board meetings or special meetings of the Board may be called by the President or at the request of any three Board Members. A special meeting may NOT be substituted for a regular Board Meeting. The Secretary must give notice by e-mail, mail, or phone at least one day in advance.

Section 11.6 Quorum: Those members attending a meeting after adequate notice has been given shall constitute a quorum.

ARTICLE XII - COMMITTEES

The responsibilities for each committee shall be defined in the operating procedures. The Standing Committees shall be:

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|---------------------|-----------------|
| 1. Social | 5. Mailing |
| 2. Exhibition | 6. Newsletter |
| 3. Public Relations | 7. Fund Raising |
| 4. Historian | |

and, such other committees as the President shall appoint.

ARTICLE XIII - NOTICES

Section 13.1 Manner of Giving Notice: Whenever, under the provisions of statute, or of the Articles of Incorporation, or by these By-Laws, notice is required to be given to any director or committee member of the Association, and no provisions are made as to how such notice shall be given, it shall not be construed to require personal notice. If such notice is less than five (5) days prior to the date of the meeting or event notice, may be given by telecopy, e-mail, or by personal contact on the telephone. Notices left on recorder, voice mail, or any such devise shall not satisfy requirement of notice. Any such notice of five (5) days or more may be given in writing by mail, postage prepaid, addressed to such director or committee member at his or her address as it appears in the records of the Association. Any notice required by mail shall be deemed to be delivered at the time when it is thus post marked by the United State Postal Service.

Section 13.2 Waiver of Notice: Whenever any notice is required to be given to any director or committee of the Association under the provisions of the statute, or of the Articles of Incorporation, or of these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV - FISCAL YEAR

The fiscal year of TVAA begins on the first day of July in each year and terminates on the thirtieth day of June of each year.

ARTICLE XV - AMENDMENTS

These By-Laws may be altered, amended, or repealed, or new by-laws may be adopted at any annual or special meeting of the Board of Directors by an affirmative vote of two-thirds (2/3) of the number of Directors present at a meeting at which a quorum, as fixed by these By-Laws, is present, provided that any proposed alteration, amendment, repeal, or adoption has been published to all directors in the notice of such meeting and published at least ten (10) days prior to such meeting. The foregoing notice requirement shall not prohibit the Board of Directors from adopting the proposed amendment, affecting the proposed repeal, or adopting the proposed new

by-laws, as the case may be, in a modified form which is not identical to that described or set forth in the notice of such meeting.

ARTICLE XVI - PUBLICATION OF BY-LAWS

The current By-Laws will be on file and published in the membership directory.

ARTICLE XVII - RELATION TO ARTICLES OF INCORPORATION

These By-Laws are subject to, and governed by, the Articles of Incorporation of the Association.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

The rules contained in Roberts Rules of Order, Newly Revised shall govern the Association in all cases where they are applicable and in which they are not inconsistent with these By-Laws.

ARTICLE XIX - MEMBERSHIP REFUSAL/REJECTION/SUSPENSION OF RIGHTS

The Texas Visual Arts Association may suspend a member's rights and privileges by two-thirds (2/3) vote of the elected executive board for any of the following reasons:

- 1) The deliberate defacing or damage to another person's work of art.
- 2) The removal of another member's work without permission of that member, and/or
- 3) Failure to return loaned or borrowed property of the Texas Visual Arts Association.

Members who have had their membership revoked will be dropped from membership listings and will forfeit all dues and fees and any awards connected to the current exhibition at the time of suspension. The suspended member will be banned from attending or participating in all future TVAA exhibitions and functions, for life. Said member will have thirty (30) days to petition, in writing, the executive board's decision.

ARTICLE XX - INSURANCE AND OTHER ARRANGEMENTS

The Association may purchase and maintain insurance or establish and maintain another arrangement on behalf of any person who is or was a director, officer, employee, or agent of the Association or who is or was serving at the request of the Association as a director, officer, partner, proprietor, employee, agent, or other functionary of this or another organization or other entity against any liability asserted against and incurred by such person in a capacity or arising out of such a person's service to the Association, whether or not the Association would have the power to indemnify such person against that liability under these By-Laws or by statute unless such purchase, establishment, or maintenance of such insurance or arrangements would subject the Association to income or excise tax under the Code.

ARTICLE XXI - INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify a director, past director, officer, past officer of the Association against reasonable expenses incurred by him or her in connection with a proceeding in which that person is a named defendant or respondent because he/she is or was such a director or officer, as the case may be, if he/she has been wholly successful on the merits or otherwise, in the defense of the proceeding, unless such indemnification is limited by the Articles of Incorporation.

ARTICLE XXII - MISCELLANEOUS

Section 22.1 Gallery: The Association may establish and operate a Gallery for the exhibition of visual art. The Association shall name a director of such a Gallery who will operate the Gallery

under the direction of the Association's Board of Directors. An advisory committee shall be named by the Director to assist in the operation of such Gallery.

Section 22.2 Duration and Disposition of Assets on Dissolution: The period of the Association's duration is perpetual. In the event of dissolution of the Association, the Board of Directors shall pay or make provisions for paying all liabilities of the Association. It shall then dispose of all assets of the Association to another nonprofit Organization(s), which holds similar purposes to this Association and holds the same qualifications under Section 501(c.) (3) of the Internal Revenue Code.

Section 22.3 Inurement: No part of the net income of the Association shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Association shall be distributed to its directors, officers, or members. The Association may pay compensation in a reasonable amount to its directors, officers, members, or agents for services rendered and may reimburse its directors, officers, members, or agents for authorized expenses incurred on behalf of the Association or in attending meetings of the Board of Directors or any such committee or for serving the Association in any other official capacity.