

BYLAWS

AMENDED AND RESTATED BYLAWS OF THE STATESBORO REGIONAL ART ASSOCIATION, Inc.

The Statesboro Regional Art Association, Inc., a non-profit organization, hereby adopts these Amended and Restated Bylaws, which supersede the bylaws of the corporation, as previously amended, in their entirety as described below:

ARTICLE I - DESCRIPTION OF THE ORGANIZATION

Section A – Name

The name of this organization shall be The Statesboro Regional Art Association, hereinafter known in these Bylaws as SRAA.

Section B – Mission

The purpose of SRAA is to advance the interest and knowledge and to enhance the artistic careers of those living in Statesboro and the surrounding areas. Our purpose will be accomplished through programs, workshops, art displays and social events. The SRAA is working to help establish and maintain a coalition of arts within Statesboro and the surrounding region.

Section C – Officers

SRAA shall be governed by elected officers, hereinafter to be known in these Bylaws as the Officers, and as established in Article III hereof.

ARTICLE II - MEMBERSHIP

Section A – Membership Composition and Privileges

- Membership in SRAA is open to all persons who have paid annual membership dues. A Member shall be deemed in “good standing” upon having paid annual dues and having not been suspended by SRAA, as established in Article II, Section A(f) hereof.
- SRAA Members in good standing shall have the right to serve as an elected officer or on an appointed committee and participate in meetings and in all activities of the SRAA.
- SRAA Membership categories and annual dues amounts shall be set annually by policy of the Officers.
- SRAA Membership is open to all persons regardless of age, race, sex, disability, sexual orientation, religion, and all other protected classes under Federal, State, Local or other law.
- Members shall follow these Bylaws and the policies of the SRAA.
- Members may be suspended by the Officers for failure to comply with these Bylaws or policies and their membership privileges may be suspended for up to one year.

Section B – Membership Meetings and Activities

- SRAA shall hold General Membership Meetings, at regular specified dates, times, and locations designated by the Officers. These meetings shall be open to the public and shall consist of a Business Meeting and a Program set by the Officers.
- SRAA may hold Special Membership Meetings at special dates, times, and locations designated by the Officers upon 7 days' notice by a means reasonably suited to reach the Members. Special Membership Meetings may be designated as only open to Members in good standing.
- SRAA may conduct any and all activities for the benefit of the general public and of the SRAA Members that are consistent with SRAA's Mission.
- SRAA may collect fees for these activities as set by policy of the Officers.
- SRAA shall sponsor and organize regular Exhibitions of members' artwork and local, regional, or national juried Exhibitions open to the general public and as deemed appropriate by the Officers.
- SRAA may collect fees or commissions for these Exhibitions as set in policy of the Officers.
- SRAA shall endeavor to keep the SRAA membership and area artists informed of local art activities, opportunities and news.
- SRAA may, as opportunities arise, support joint ventures in cooperation with other art organizations in the **region**.

ARTICLE III - OFFICERS

Section A – Composition of Officers

- The Officers of the SRAA shall consist of elected officers and such members shall have voting privileges, duties, and responsibilities.
- The Officers shall be elected by the General Membership of SRAA as established in Article III, Section B herein, and shall consist of the designated Officers of SRAA: President, Vice-President, Treasurer, and Secretary.

Section B – Election and Terms of Officers

- Officers shall be Elected and serve terms of two calendar years. The terms for President and Secretary shall start in alternate years of the terms for Vice-President and Treasurer.
- The terms of Officers shall start the day following the December membership meeting of the year after their election in November. The terms of President and Secretary shall start in even-numbered years and end in the odd-numbered, second year of their term. The term of the Treasurer shall start in odd-numbered years and end in the even-number second year of their term.
- The Officers shall form a Nominating Committee in August of each year for nominating the Officers of the next term calendar year. The Nominating Committee shall consist of the continuing Officers and two members of the general membership. The committee shall nominate candidates for the soon to be vacated position(s).
- The Nominating Committee shall present the nominated Officers to the SRAA membership at the October General Membership meeting.
- Officers shall be elected by a simple majority of SRAA membership present at the November SRAA General Membership meeting. Notice of meeting of election shall be made 30 days prior to such meeting.

Section C – Appointment and Terms of Committee Chairpersons

- The Officers shall appoint at least three (3) Committee chairpersons.
- The terms of Committee Chairpersons shall start at the date of their appointment OR the day following the December membership meeting of the calendar year. Their term length shall parallel that of the President.

Section D – Resignation or Termination of Officers

- In the event of resignation, presumption of resignation from determination of death, permanent disability or incapacity, or termination of an Officer, the Officers shall appoint a replacement member to fulfill the remainder of such Officer's term, except in the termination or resignation of the President as established in Article IV Section D in which the Vice-President shall assume the position of President. Officers may be terminated for repeated failure to follow SRAA Bylaws or adopted polices, failure to perform the duties of the office, or misrepresentation of SRAA in the broader Statesboro community. Officers' responsibilities and privileges will be revoked upon either:
 - A two-thirds majority vote of the Officers; or
 - A simple majority vote of the General Membership present at a Membership Meeting, called by a petition of 25% of the General Membership in good standing that is presented to the Officer at a regular Officers meeting. Upon receipt of the petition, the Officers may call a Special Membership Meeting within 7 days' notice.
- The Resigning Officer shall submit dated resignations to the Officers. Resignations, once submitted, may not be revoked or reversed without approval of two-thirds majority of the remaining Officers.

Article IV - Duties and Responsibilities of the Officers

Section A – Duties and Responsibilities of the Officers

- Officers are required to perform their duties in good faith, with ordinary care, and in the best interest of the nonprofit.
 - In good faith. Good faith is shown by honesty and faithfulness to duties and obligations.
 - With ordinary care. Ordinary care is the use of good judgment and common sense. It means doing what an ordinarily prudent person in a similar position would do under similar circumstances.
 - In the best interest of the nonprofit. The Officers act in the best interest of the nonprofit if they reasonably believe that the action will benefit the nonprofit.
- Officers shall follow all laws applying to the nonprofit – federal, state, and local laws and regulations.
- Officers are responsible for:
 - Legal Oversight of SRAA. The Officers ensure that it is operating in accordance with its mission and the purpose for which it was granted tax-exempt status. As safeguards of the public trust, Officers are responsible for protecting the organization's assets. The Officers ensure legal and ethical integrity and maintain accountability.
 - Policy, Planning and Management Oversight of SRAA. The Officers shall conduct an annual planning meeting in fall, prior to approving the annual budget, and a planning review meeting in January. The Officers shall set the agendas for General and Special

Membership meetings. The Officers shall adopt any and all policies of the SRAA not covered by, nor in conflict with, these Bylaws.

- Financial Oversight. The Officers provide proper financial oversight, including setting and approving an annual budget (*or presenting an annual budget to be voted on/approved by membership?*). The Officers shall approve program budgets. The Officers shall approve fundraising efforts.

- Program Oversight. The Officers ensure that programs are in place to further the mission and goals of the organization. The Officers shall appoint Committee Chairs and Committee Liaisons to all Committees.

- The Officers shall meet at least four (4) times per year at Regular Meetings. The time and place of Regular Meetings shall be agreed upon at the first Regular Meeting of the year (the date and time of which will be set by the Officers).
- A simple majority of Officers, with at least two Officers in attendance, shall comprise an Officers quorum for Officers Meeting. A simple majority of the quorum is required to pass all Officers motions. All members of the Officers shall have voting privileges. Officers shall waive voting privileges and recuse themselves from discussion on issues in which they have a personal or financial stake. (*In case of a tie, the immediate past president of SRAA may cast a vote to break tie*)
- Issues of strong and immediate SRAA interest may be voted upon by electronic mail (Email) outside of Meetings with notice and motion provided to all Officers. For issues to pass by Email vote, the motion and action must receive a simple majority affirmative vote of an Officers E-mail Quorum which shall consist of all Officers. Issues passed by electronic vote must be recorded into the minutes of the next Regular meeting of the Officers.
- *Roberts Rules of Order* should guide voting procedures. In the event of conflict of rules or procedures, between these Bylaws and the adopted version of *Roberts Rules of Order*, these Bylaws shall take precedence.
- All Officers are expected to attend SRAA regular meetings. Officers may be excused by action of the President or Secretary.

Section B – Specific Duties and Responsibilities of the Officers of the SRAA

- The Officers shall set the agenda for meetings of the SRAA meetings. At the start of the Officers meeting, Officers may place issues on the agenda.
- The Officers may submit amendments to these Bylaws for approval by the Officers as established in Article VII, Section A of these Bylaws.

Section C – Duties and Responsibilities of the President

- The President shall serve as chair of the Officers and shall preside over all meetings of Officers and General Membership.
- The President shall serve as the primary representative or liaison of SRAA to the broader community and other arts organizations. The President may designate other Officers to also serve in capacity of community representative or liaison.
- The President may submit grants on behalf of the SRAA.
- The President may serve as a member of the Fundraising and Grants Committee as established in Article V, Section B of these Bylaws.

Section D – Duties and Responsibilities of the Vice-President

- The Vice-President shall perform the duties of the President in the absence of, suspension of, or at the request of the President or the Officers.
- The Vice-President shall act as Parliamentarian at Officers and General Member Meetings to resolve questions of meeting procedure, *referring to Roberts Rules of Order*.
- *The Vice-President shall also serve as Program/Workshop Chairman.*
- *The Vice-President shall be expected to rise to position of President following end of their term.*

Section E – Duties and Responsibilities of the Treasurer

- The Treasurer shall receive monies and maintain custody of all financial instruments and accounts on behalf of SRAA. The Treasurer shall seek approval of the Officers for opening or closing accounts and creating or terminating financial instruments.
- The Treasurer shall be responsible for all financial transactions but may temporarily delegate authority to collect monies to other SRAA members in good standing in the absence of the Treasurer. The Treasurer shall notify the Officers of any such delegations of authority.
- The Treasurer shall report the financial status of SRAA to the Officers at Regular meetings, and quarterly to the General Membership via email.
- The Treasurer shall maintain financial records of SRAA.
- The Treasurer shall prepare all Federal, State and Local Tax returns and corporate documents (as needed) and file them upon approval of the Officers.
- The Treasurer shall hold all SRAA financial records for a period of seven (7) years.
- The Treasurer shall prepare an annual calendar-year budget for approval of the Officers in November for the upcoming year. The Treasurer shall solicit budget advice from SRAA Officers and other committees prior to completion of the annual budget.

Section F – Duties and Responsibilities of the Secretary

- The secretary assumes two roles. The internal role, often referred to as a recording secretary, involves generating and filing all of the group's corporate documents, minutes of meetings, general mailing lists, and databases in a safe place. The second role is external -- to handle all the official correspondence of the organization, monitoring e-mail **communications, forwarding information to the Webmaster to keep the website current**, and anything else that involves communication between the group and the broader community.

The Secretary shall keep minutes and other records of all Officers and General Membership meetings of the SRAA. Minutes shall be distributed to the Officers and members of SRAA.

The Secretary shall prepare agendas for all Officer and General Member meetings, collecting and reporting all agenda items from Officers. The Secretary shall distribute agendas to Officers.

The Secretary shall notify Officers of upcoming Regular or Special Officers meetings at least 5 days in advance of the meeting.

The Secretary shall notify the membership of upcoming Regular or Special Member meetings at least 5 days in advance of the meeting.

The Secretary shall maintain the archives of SRAA

The Secretary shall serve as a member of the Marketing/PR/Communications Committee.

Article V - Committees

Section A –Committee Appointments

- The Officers shall establish Committees and recruit volunteer committee members to implement the business of SRAA as the Officers may deem necessary from time to time.
- The Officers shall appoint Committee Chairs or Members for each Committee. Committee Chairs may be appointed from the General Membership or Officers.
- Committees may implement policies with respect to their designated duties and responsibilities upon approval of the Officers.
- The Officers may revoke the positions of Committee Chairs or Committee membership for failure to abide by these Bylaws or policies approved by the Officers.

Section B – Standing Committees

Duties of Standing Committees are set forth in Appendix A to these Bylaws and as otherwise determined by the Officers from time to time.

The permanent Standing Committees of SRAA shall be:

- Hospitality/Sunshine
- Membership
- Education (**Workshops and Programs**)
- Displays/Exhibitions
- Marketing/PR/Social Media/Communications
- Fundraising **and Grants**
- ART LINE Newsletter

Section C – Ad Hoc Committees

The Officers may create temporary, Ad Hoc Committees of SRAA whose duties shall not overlap with duties of the Standing Committees, as established in Article V, Section B herein.

Duties of Ad Hoc Committees shall be enumerated and approved by the Officers.

Article VI - Art Center

Section A – Establishment of Art Center

- Upon the review and approval of the Officers, SRAA may enter a lease and purchase or receive donations in order to establish an Art Center for SRAA facilities.

Section B – Termination of Art Center

- The Officers may terminate an established Art Center, per terms of any contracts related to the lease or purchase of the Art Center, for any reason the Officers may deem appropriate.

Article VII - Standing Rules

Section A – SRAA Member Contact Information

- An SRAA Member’s contact information shall not be released to non-members, other entities, or other organizations without the prior written consent of the member and the Officers.

Section B – SRAA Representation by Members

- An SRAA Member may represent the SRAA in an official capacity only with the approval of the President, Officers as prescribed in these Bylaws.

Article VII - Amendment of Bylaws, Corporate Documents, or Dissolution

Section A – Amendment of Bylaws

- Proposals to amend these Bylaws shall be initiated:
 - By action of the Executive Committee; or
 - By petition of 25% of the General Membership
- The Bylaws shall be amended by majority vote of Officers present at any Officers or Special membership meeting, provided that notice has been given 7 days in advance.

Section B – Amendment of Corporate Documents

- SRAA's Certificate of Incorporation or other State or Federal corporate or tax status may be amended by majority vote of members present at any Regular or Special membership meeting, providing notice has been given 10 days in advance, and notice of such voting has also been posted once in a newsletter or email to the entire General Membership, and on the SRAA website, whereupon a Certificate of Amendment or other relevant documents shall be executed by the President, Vice President and Secretary or Treasurer accordingly, after which such amendment shall be promptly filed with the relevant government agency.

Section C – Dissolution of SRAA Corporation

- In the event of the dissolution of SRAA, no part of the net earnings or assets of SRAA shall inure to the benefit of any SRAA members or other individuals; the assets and monies of SRAA shall be distributed to one or more visual arts nonprofit organizations in the area of **Bulloch** County which are in agreement with the mission and goals of SRAA.