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**July 2019**

**BYLAWS OF GAINESVILLE AREA VISUAL ARTS, INC.**

Gainesville Area Visual Arts, Inc. was incorporated on November 6, 2000 under the Texas Non-Profit Business Corporation Act, Charter Number 01604933. It purposes are to stimulate development, interest, and knowledge of the visual arts within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended from time to time. It shall have the powers provided by law to do and preform all lawful acts and things which may be necessary, useful, suitable, or proper to accomplish its purpose. Prior to its incorporation, Gainesville Area Visual Arts functioned as an unincorporated association which was organized on August 27, 1992 for the same purposes. This corporation has no capital stock and no stockholders. It has members who select the directors and officers as set forth in these by laws.

**ARTICLE I: Non-profit Corporate Title & Location**

**Section 1:** The name of the corporation is Gainesville Area Visual Arts, Inc.

The registered office of the corporation shall be Gainesville Area Visual Arts,

P. O. Box 495, Gainesville, Texas.

**Section 2:** The Corporation may also have offices at such other places both within and without the State of Texas as the board of directors may from time to time determine.

**ARTICLE II: Membership and Dues**

**Section 1:** Membership is open to any interested person – no matter where they live or how old they are.

**Section 2:** Members may invite a guest or other interested parties to monthly meetings.

**Section 3:** Annual dues shall be $20, payable in January and before June 30th to qualify for members’ rate for the Fall Art Exhibition.

**Section 4:** Members shall have one vote per member and shall have the right to vote on all matters coming before a membership meeting at which they are present.

**Section 5:** Only current paid members can show their art at the following GAVA events/programs: *For the Love of Art, Art Times Two* and *Market Days at Liberty Crossing.*

**ARTICLE III: Meetings and Rules of Order**

**Section 1:** Physical year shall be January 1 to December 31st of each year.

**Section 2:** The regular meetings, programs, workshops, art shows, and receptions shall be held on a year-round schedule.

**Section 3:** A quorum shall consist of all of the members present at a meeting provided there are at least 10 voting members in attendance.

**Section 4:** The agenda of the regular meetings shall be a short business meeting followed by and/or a program.

**Section 5:** The rules contained in the current edition of Robert’s

Rules of Order, as revised from time to time, shall control the procedure for handling any matter not provided for in these By Laws. All matters coming before meetings which are not covered by these By Laws or by Robert’s

Rules of Order will be handled at the discretion of the chairman of the meeting in such manner as the chairman decides upon.

**ARTICLE IV: Officers, Directors and Elections**

Section 1: The Articles of Incorporation, Article V, provide that this organization shall be managed by a board of directors, not less than three and not more than seven. The seven elected officers as set out in these By

Laws shall also constitute its board of directors, without any further action of any kind on the part of the membership or officers. When a member takes office as an elected officer that member automatically becomes a director also, and all acts done as an officer will be deemed to be done in the dual capacity of officer and director.

**Section 2:** Directors’ meetings can be called by the president acting alone or by a majority of the directors, acting together. Notice of the meeting and the purpose there of shall be either written, oral, in person, or by telephone.

A majority of the directors then serving shall constitute a quorum for a directors’ meeting. Directors are empowered to transact business of a customary or routine nature, and to formulate plans and programs to be recommended to the general membership for a vote. The general membership shall vote on all matters and actions other than routine matters and acts of a usual and customary nature performed from time to time by this organization.

**Section 3:** Not later than January of each year, the president shall appoint a nominating committee and present them with a copy of the responsibilities for each office. At the regular membership meeting in March of each year the nominating committee shall present a slate of candidates to fill all elected offices. The officers shall be elected by the membership at the regular meeting in May of each year.

**Section 4:** The elected officers shall be president, first vice-president (Workshop Chair) second vice-president (Fall Art Exhibition Chair) third vice-president (For The Love of Art Chair) secretary and treasurer. The president shall appoint the reporter, parliamentarian and historian. One person may be appointed for not more than two of the three positions, at the discretion of the president. The president shall also appoint committees and committee chairmen in such numbers and for such purposes as the president may see fit.

**Section 5:** The terms of the newly elected officers shall be for one year and shall begin at the close of the meeting at which they were elected.

The president can be elected to no more than two consecutive terms. The members are encouraged to be willing to perform all duties for which they are suited, which in some cases may make it necessary for some of the other elected officers to serve more than two consecutive terms.

**Section 6:** All of the elected officers, together with the past president, shall constitute the executive committee. The parliamentarian shall be an

Ex-officio member of the executive committee.

**Section 7:** In the event of a vacancy in any elected office the executive committee shall appoint another person to fill the vacant office for the unexpired term.

**Section 8:** The fiscal year of this organization shall begin on January 1st of each year and extend through December 31st.

**ARTICLE V: Duties of Officers**

**Section 1:** The president shall preside at all membership meetings and executive committee meetings. The president shall appoint the parliamentarian, the historian, and all committees except the executive committee, which is composed of the officers specified in Article IV, Section 4, of these Bylaws. The president shall be a regular member of the executive and an ex-officio member of all other committees except the nominating committee. The president shall appoint the nominating committee and the chairman thereof but shall not be a member of the nominating committee.

**Section 2:** The first vice president shall preside in the absence or disability of the president and shall also be the chairman of the program committee.

**Section 3:** The second vice president shall preside in the absence or disability of both the president and first vice president and shall be responsible for workshops.

**Section 4:** The third vice president shall preside in the absence or disability of the president, first vice president, and second vice president, and shall also be chairman of Fall Art Exhibition.

**Section 5:** The secretary shall record all meetings of the membership and the executive committee and shall handle the correspondence for the organization.

**Section 6:** The treasurer shall collect all dues and other sums owed to the organization, keep accurate and permanent books of account showing all money received and paid out, and submit a written statement of all income and expenses at each regular meeting. All such written treasurer’s reports shall be attached to and made a part of the minutes of the meeting at which submitted. The treasurer shall, with the help of appropriate committees, notify delinquent members by June 30th of each year and keep the membership roster current. The treasurer shall submit a projected budget for the upcoming year by May 31 to the Cooke County Arts Council.

**Section 7:** The reporter shall be responsible for all publicity for the organization and keep the members informed of all events.

**Section 8:** The parliamentarian shall be available for assistance in matters of parliamentary procedure when requested by the president or the membership.

**Section 9:** The historian shall compile a record of all the events and activities of the organization.

**ARTICLE VI: Audit**

**Section 1:** During the month of June following the May election of the new slate of officers the outgoing executive committee shall make or cause

to be made an audit of the financial records of this organization, and shall report the results thereof at the next meeting of the membership.

**ARTICLE VII: Amendments to the constitution**

**Section 1:** The constitution may be amended by submitting proposed changes in writing at a regular meeting. The amendment will be voted on at the next scheduled meeting. Ballots may be cast in person, by a signed proxy, an approved electronic ballot or a mailed, signed vote provided that the votes are received prior to the meeting. The propose amendment(s) must pass with a 2/3 majority of the entire membership. The results of the proposed changes will be announced by the election committee at the meeting.

**Section 2:** Single item amendments may be added to the Constitution and By Laws by an addendum that is proposed in writing, presented and voted on in the manner described above in Article VII, Section 1

**ARTICLE VIII: Assets**

**Section 1:** No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the By-Laws. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code or corresponding section of any future federal tax code.

**Section 2:** Upon the dissolution of the organization assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government , or to state or local governments, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for the purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.