

BYLAWS OF THE SOUTH COUNTY ART ASSOCIATION

As amended, corrected, and voted October 2023

ARTICLE I * NAME

The name of the Corporation shall be "South County Art Association", hereinafter referred to as the Association.

ARTICLE II * DESCRIPTION AND PURPOSE

DESCRIPTION - The Association is located in Kingston, Rhode Island, and is a not-for-profit corporation. It is recorded and certified in the Office of the Secretary of State of Rhode Island and organized as a tax-exempt organization within the meaning of Section 501(C) (3) of the US IRS Code.

PURPOSE AND MISSION - Our purpose is to promote greater public participation in the arts in our Rhode Island community. To further this purpose, our mission is to encourage the creation, visibility, and appreciation of artwork through membership, quality education, juried and organized exhibitions, and shared artistic experiences.

ARTICLE III * MEMBERSHIP

Membership is open to anyone interested in furthering the purpose of the Association and is granted upon payment of dues and the satisfaction of any condition determined by the Board of Directors (hereinafter referred to as the Board). Membership may be refused to any individual if in the best interest of the Association in accordance with the Association's designated purpose. Such determination shall be subject to the discretion of the Board.

Dues will be set by the Board and collected annually. There may be a variety of levels or types of membership reflective of support and activity. These levels will be determined by the Board. Membership runs for one year following the payment of dues. Unless such dues are paid on or before the expiration of the membership year, membership shall cease automatically without any further action by the Board or Association. Dues are not refundable for any reason.

ARTICLE IV * REVOCATION OF MEMBERSHIP

Membership may be revoked on a majority vote of the Board for any of the following reasons:

1. Non-payment of dues.
2. Conduct that is disruptive to any operation of the Association. Allegations of disruptive conduct shall first go through the Ad Hoc Committee.
3. Conduct that reflects negatively on the Association. Allegations of conduct that negatively affect the Association shall first go through the Ad Hoc Committee.
4. Violation of the Membership Agreement.
5. Any conflict of interest with the mission of the Association.

If a complaint is made against a member, the Executive Director will make every attempt to address and resolve the complaint situation with both parties within 10 business days. If the Executive Director cannot resolve the situation, the complaint may be taken up by an Ad Hoc Complaint Committee formed on behalf of the Board. As rapidly as possible, the Ad Hoc Complaint Committee will investigate the complaint and make a recommendation for a resolution to the Board. The Board will make the final decision. The Board of Directors may suspend, expel, or take other intermediate measures necessary to resolve the complaint.

Before denial or revocation of membership, the member will be notified of the Board's decision. The decision of the Board on all issues related to the situation shall be final.

The revocation of an individual's membership or any other disciplinary conduct taken by the Board in relation to membership does not relieve the member from payment of dues, assessments, fees, or charges for goods and services already incurred or agreed to.

Any member, who has their membership revoked and chooses to reapply at a later date, would need the vote of the Board to be reinstated as a member. This new membership may be subject to conditions.

ARTICLE V * ANNUAL MEETING and SPECIAL MEETINGS

All members are invited to participate in the Annual Meeting, held in Kingston on the last Sunday of October. A quorum for the Annual Meeting shall consist of 10 members. At the Annual Meeting, members elect the Board and review the activities of the Association. Notice of the Annual Meeting will be sent to all members in good standing at least 13 days before the Annual Meeting.

Members may address their interests, concerns, or recommendations to the Board, in writing, by an appearance at the Annual Meeting, or by scheduling an appearance at a meeting of the Board. When a member appears at a Board Meeting, the appearance will occur at the beginning of the Meeting when the member will be allowed to speak. The member will then leave the meeting as the Board proceeds with the remainder of the agenda. The Board shall have full discretion in promulgating policies for handling appearances.

Special Meetings of the membership may be called by the majority vote of the Board, or on written notice of 10 members of the Association for a stated purpose. Notice of the time, place, and purpose of the special meeting of the membership must be sent to members not less than 10 calendar days before the meeting. No business shall be transacted at any special meeting except that for which the meeting was called.

Special Meetings of the Board may be called by President, or by the majority vote of the Board. No business shall be transacted at any Special Meeting except that for which the meeting was called.

ARTICLE VI * RESPONSIBILITIES AND DUTIES OF THE BOARD

The Board and Officers represent the interests of the membership. In so doing they will review the efforts of the Association to promote the production, visibility, and appreciation of artwork. They shall have stewardship over the finances and facilities of the Association and with the assistance of any employees determined to be necessary, promote the mission of the association to provide quality education, juried and organized exhibitions, and artistic fellowship.

The Board will make rules subject to the bylaws, as they see fit for better carrying out the purpose of this Association. The Board shall have the authority to hire an Executive Director and such other staff as deemed necessary. In addition, all contracts, and obligations of the Association that exceed \$1,500 must receive approval from a majority of the Board.

The Board is responsible for the strategic planning, budgeting, and corporate actions of the Association. The Board may create committees as needed, change the name and number of committees, and review the activities of any committee. Board members will choose which committee they would like to chair and shall select the other members of his/her committee. In general, chairs of standing committees should be members of the Board. However, if the Board deems it appropriate, volunteers can be appointed as chairs of some committees.

Board Members are elected at the Annual Meeting. Nominations to serve on the Board may be advanced as a slate of candidates generated by the Nominating Committee. The slate of candidates shall be presented to the membership at the Annual Meeting by the current President and Secretary of the Board and voted on as a slate or as individuals upon the majority vote of the members present at the Annual Meeting. The Slate of Directors must be approved by a majority vote of members present at the Annual Meeting. If no Slate of Directors is approved, then each Director must be elected as an individual.

ARTICLE VII * COMPOSITION OF THE BOARD

The Board shall consist of up to eleven (11) members which includes four officers: President, Vice President, Recording Secretary, Treasurer, and up to seven Members-at-Large, each elected for a staggered term of two years. No Board Member shall serve for more than three terms (six years).

Officers: The **President** shall call all regular meetings of the Board with notice to the Board Members of not less than ten calendar days prior to the meeting and preside at all meetings of the Board as well as other Membership Meetings and perform those duties customarily associated with this office. The President shall be an ex-officio member of all committees except the Nomination Committee. The President will determine job responsibilities, set measurable performance goals, and conduct annual evaluations of the Executive Director. The President makes regular meeting agendas and minutes available to members upon request. Minutes may be redacted by the Board to protect private information and personnel matters before being presented to any member who requests them.

The **Vice President** shall officiate in the absence or incapacity of the President and, as far as necessary, discharge the duties of that office.

The **Recording Secretary** shall keep a true and accurate record of the proceedings of the Association and its Board; preserve and file all documents, reports, and letters connected with the business of the Association. Minutes of all meetings shall have the approval of the Board.

The Treasurer shall:

- a. Receive and deposit all monies of the Association in a bank or banks that have been approved by the Board of Directors.
- b. Keep an accurate account of all monies and monetary transactions.
- c. Make disbursements subject to regulations determined by the Board of Directors.
- d. Deliver to their successor all books, monies, and other property of the Association in his/her possession.
- e. Make reports on the Association finances when reasonably requested by the Board of Directors.
- f. Perform all other duties incident to the office reasonably determined by the Board of Directors.
- g. Have the authority to sell, with the approval of the Finance Committee and the elected officers, any stock or other personal property owned by the Association.
- h. Have the authority to delegate any financial powers to be carried out by a qualified professional subject to the approval of the Board by a majority vote.

The **Members-at-Large** are encouraged to serve as Chairs or as active members of at least one Committee of the Association.

Vacancies. The Board of Directors may fill vacancies that occur during the year due to the resignation or removal of a Director before that Director's term is complete. The Board may also fill vacancies that occur due to the death of a Director. Appointed Directors will serve the balance of the term of the Director being replaced. At the end of that appointed term, the appointed Director will be eligible to be nominated to the slate of Board nominees presented to the membership at the next Annual Meeting. They would then be eligible to serve their own three terms (six years).

Removal of Directors. The Board of Directors may remove a Director for cause or without cause subject to the below requirements.

- a) **Removal for Cause.** The Board of Directors may remove a Director and declare a Director's office vacant if the Director:
 - a. Failed to attend more than three regular Board meetings within one twelve-month period.
 - b. Failed to attend more than three special meetings within one twelve-month period.
 - c. Was convicted or pleaded nolo contendere to a felony charge.
 - d. Was declared to be of unsound mind by a final court order.
- b) **Removal Without Cause.** The Board of Directors may remove a Director by a majority vote without cause, in its discretion, as long as the decision is in the best interest of the Association. The Director in question will be given electronic or written notification of

the Board's intention to discuss his/her case and is allowed to be heard at a meeting before the Board.

ARTICLE VIII * DUTIES OF COMMITTEES

To the extent possible, the Committees of the Association will plan, organize, and execute the ongoing work of the Association. When that is not possible or needed, the Board and staff will assume responsibility for this work to the best of their ability.

The **Exhibition** Committee has charge of all Art Exhibitions held by the Association. It shall attend to other duties required by the Board including the arrangement and hanging of exhibits.

The **Membership** Committee recruits new members, foster member engagement, and performs other duties required of them by the Board.

The **Hospitality** Committee works to enhance public events offered by the Association and is responsible for refreshments at all Association functions as well as performs other duties required of them by the Board.

The **Publicity, Marketing & Communications** Committee helps enhance the visibility of the Association and its activity to members and the public and performs other duties required of them by the Board.

The **Buildings & Grounds** Committee attends to maintenance and improvement of the grounds, buildings, galleries, and other facilities of the Association and makes rules for their use, all subject to the approval of the Board. In addition, the Committee will perform other duties required by the Board.

The **Finance** Committee, together with the Treasurer and the elected Board officers, direct the investment and reinvestment of the funds of the Association and take other actions from time to time to enhance the financial health of the Association. The Finance Committee is responsible for creating an annual budget for the Association for approval of the Board.

The **Development** Committee enhances the Association's efforts to develop or improve services, facilities, and staff. These efforts will include the development of strategic, capital improvement, and fundraising plans in conjunction with other Committees and with the Board itself.

The **Education** Committee helps organize and oversee instruction in the arts and various demonstrations, workshops, and lectures offered by the Association.

The **Nominating** Committee is chosen by the Board to submit names for Board nomination that will be voted on at the Annual Meeting. The Committee consists of three members of the Board. The President shall not appoint the Committee nor be a member of it.

The **Ad Hoc Complaint** Committee is chosen by the Board to investigate situations where members have made complaints against other members. The Committee is only activated if the complaint cannot be resolved by the Executive Director. The Committee has discretion over formulating policies and procedures for investigating complaints and must report these policies and procedures to the Board. The Committee makes recommendations for resolutions of complaints to the Board, which makes the final decisions on resolutions.

The **Personnel** Committee advises in the hiring, supporting, and evaluating the performance of paid staff. They will review and update personnel policies and job descriptions in conjunction with the Executive Director; conduct the annual performance review of the Executive Director; recommend compensation for the Executive Director in conjunction with the Board at large; and recommend budget needs for staffing requirements in line with the Association's goals.

The **Pottery Studio Advisory** Committee serves as an advisory committee to the Executive Director and Board regarding issues arising from, or affecting the Pottery Studio and its membership, and as a conduit for the reciprocal exchange of information, ideas, and requests between the members of the Pottery Studio, the Administration, and the Board.

The **Holiday Sale** Committee oversees the planning, preparation, and execution of the Annual Holiday Pottery & Art Sale. In conjunction with the Executive Director, the Committee creates the policies and procedures for participation in the sale and is in charge of set up and breakdown of the sale including indoor and outdoor decoration for the sale.

ARTICLE IX * THE EXECUTIVE DIRECTOR

The Board may appoint an Executive Director to carry out the administration of Association affairs subject to the direction of the Board. The Executive Director shall execute the policies established by the Board for the administration of the organization, assist and give direction to all committees in the development of their programs and activities, direct the employed personnel in the performance of their duties, and perform such other general duties as the Board may from time-to-time delegate to the Executive Director. The Executive Director determines job responsibilities, sets measurable performance goals for employees, and conducts annual evaluations of all other Association staff. The salary and benefits of the Executive Director are determined by the Board.

ARTICLE X * INDEMNIFICATION

The Board shall, to the extent legally permissible and only to the extent that the status of the Association as a corporation exempt under Section 501(c)(3) of the Code, is not affected thereby, have the power to indemnify persons against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement arising from any threatened, pending or completed action, lawsuit or proceeding, as provided by the Rhode Island Nonprofit Corporation Act. The Board may authorize SCAA to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent, or member of SCAA, or is or was serving at the request of

the SCAA as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or another enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of his or her status as such, but such insurance shall only cover such individual to the extent the individual purports to act on behalf of the SCAA.

ARTICLE XI * FISCAL YEAR

The fiscal year shall be from October 1 to September 30, inclusive.

ARTICLE XII * ASSOCIATION'S NET EARNINGS

No part of the Association's net earnings may inure to the benefit of any person having a personal and private interest in the activities of the Association as described in the Internal Revenue Service Publication No. 557.

ARTICLE XIII * DISSOLUTION

In the event of dissolution or other termination of the corporate existence of the Association, no part of the net monies or property assets of the Association shall inure to the benefit of any individual or group of individuals. Such monies or property shall become the property of the Town of South Kingstown for use by its Recreational Commission including the Neighborhood Guild should it accept any 501 (C) (3) Corporation that the Board selects by majority vote.

ARTICLE XIV * AMENDMENTS

These bylaws may be altered, amended, or repealed and new bylaws adopted at any Annual Meeting of the Association or at any special meeting called for that purpose, by a two-thirds vote of those present, provided, 1) that the proposed amendment shall have been subscribed by at least five members, and 2) that due and sufficient notice of the meeting and a copy of the proposed amendment shall have been sent to every member at least 15 days before the day of the meeting.

ARTICLE XV * GOVERNING PROCEDURES

Robert's Rules of Order, Revised, shall govern this Association in all cases in which they are applicable and in which they are not inconsistent with these bylaws or the laws of the State of Rhode Island.

Adopted new mission statement February 2019 and voted by membership October 27, 2019
Amendments adopted September 2023 and voted by membership October 2023