

BY-LAWS OF THE SOUTH COUNTY ART ASSOCIATION

As amended, corrected and voted October 27, 2019

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 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.

MISSION –Our mission is to promote greater public participation in the arts in our Rhode Island community. We do this by encouraging 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 aims of the Association and is granted upon payment of dues. Dues shall 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 will be as determined by the Board of Directors (hereinafter referred to as Board) of the Association.

ARTICLE IV * REVOCATION OF MEMBERSHIP

Membership may be refused or revoked on a majority vote of the Membership Committee for either of the following reasons:

1. Non-payment of dues
2. Conduct which is disruptive to any operation of the Association or which reflects negatively on the Association.

If a complaint is made against a member, the Ad Hoc Complaint committee will address the complaint with both parties within 10 days of the written complaint. They will make a recommendation to the Board, which will make the final decision. 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 could be subject to conditions.

Prior to denial or revocation of membership, the member shall be notified by mail of the Board's decision. The decision of the Board on all issues shall be final

ARTICLE V * ANNUAL MEETING and SPECIAL MEETINGS

All members are invited to participate in the Annual Meeting, to be held in Kingston on the last Sunday of October. A Quorum for the Annual Meeting shall consist of ten members. At the Annual meeting, members elect the Board, and review the activities of the association. *Notice of the annual meeting shall be mailed to all members in good standing 13 days prior to the annual meeting.*

Members may address their interests, concerns or recommendations, either individually or collectively to the Board, in writing or by appearance at the annual meeting or by scheduling an appearance at a meeting of the Board.

Special Meetings of the membership may be called by the majority vote of the Board, or on written notice of ten 5 members of the association. Notice of the special meeting of the membership must be posted not less than ten calendar days prior to 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 * PURPOSE and COMPOSITION OF THE BOARD

The Board and officers shall represent the interests of the membership. In so doing they shall 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 shall, with the assistance of any employees determined to be necessary, promote the aims of the association to provide quality education, juried and organized exhibitions, and artistic fellowship.

Board members are elected at the Annual Meeting. Nominations to serve on Board may come from the floor of the Annual Meeting by virtue of a motion and a second, each of which shall be voted on individually or through a slate of candidates developed by the nominating committee of the existing Board, which shall be presented to the Annual meeting by the current president and secretary of the Board and voted on as a slate, or upon the majority vote of the members present at the annual meeting, as individuals.

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 term of two years, however terms shall be staggered, up to five (5) elected in odd number numbered years and up to six (6) in even numbered years. No officer 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 shall perform those duties customarily associated with this office. In addition, all contracts and obligations of the Associations, first having received the approval of a majority of the Board, shall require his or her signature and that of the Treasurer. The President shall be an ex-officio member of all committees except the Nomination Committee.

The **Vice President** shall officiate in the absence or incapacity of the President and shall, 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; shall 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 receive all monies due the Association and pay all bills; keep a true and accurate account of the Association finances and report thereon at the Board meetings and the Annual Meetings. In addition, the Treasurer shall have the authority to sell, with the approval of the Investment Committee and the elected officers, any stock or other personal property owned by the Association. The Treasurer, with the approval of the Finance Committee, may enter into an agreement with a banking corporation to have physical custody of the securities that are owned by the Association. And, under the direction of said Committee, he shall receive dividends on stock, collect coupons on bonds and take such other action from time to time as shall be directed by the Investment Committee. All bills, other than routine expenses, which exceed fifty dollars shall bear the approval of the President or Treasurer before payment.

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

ARTICLE VII * Duties of the Board

The Board shall have the general oversight of the running of the Association: They shall make such rules subject to the by-laws, as they see fit for the better carrying out of the purpose of this Association. The Board shall have the authority to hire an Executive Director and such other staff as are deemed required. The Board shall determine job responsibilities, set measurable performance goals for employees and conduct annual evaluations.

The Board shall be responsible for the strategic planning, budgeting and corporate actions of the Association, and shall review the activities of any committee. The Board may change the name and number of Committees at its discretion. Board members shall 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 appropriate, volunteers can be appointed as chairs of some committees.

ARTICLE VIII * Duties of Committees:

The **Exhibition** Committees shall have charge of all Art Exhibitions held by the Association. It shall attend to such other duties as shall be required by the board to include the arrangement and hanging of exhibits.

The **Membership** Committee shall procure new members; shall process all applications for membership of new members, or former members for reinstatement and of present members for a change of classification of membership; shall maintain a roll of members and their standing in dues and shall insure that on, or within a month of the expiration of their membership, dues for each year shall be mailed and perform such other duties as shall be required of them by the Board.

The **Hospitality** Committee shall have charge of entertainments given by the Association and shall be responsible for the refreshments at all the functions given by the Association and shall perform other duties as shall be required of them by the Board.

The **Publicity, Marketing & Communications** Committee shall have charge of the publicity for the Association and such other duties as shall be required of them by the Board and shall provide all members information concerning the Association's activities as directed by the Board.

The **Buildings & Grounds** Committee shall have charge of the grounds, buildings, galleries and other facilities of the Association and shall make rules for their use, all subject to the approval of the Board and shall perform such other duties as shall be required of them by the Board .

The **Finance** Committee, together with the treasurer and the elected officers, shall direct the investment and the reinvestment of the funds of the Association and shall direct the Treasurer to buy or sell stocks or other types of investment and shall take such other action from time to time as shall, in its discretion, be in the best financial interest of the Association.

Development Committee is involved in managing the association's efforts to develop or improve services, facilities or staff. These efforts will include the development of strategic, capital improvement and fundraising plans in conjunction with other committees specific to the matter, and with the board itself.

The **Education /Workshop** Committee shall organize and/or conduct instruction in the Arts and various levels of aptitude and present demonstrations, workshops and lectures.

The **Nominating Committee** is chosen by the Board to submit nominations for the board for which elections are to be held at the Annual Meeting. The Committee shall consist of three members of the Board. The President shall not appoint the Committee nor be a member of it.

The **Ad Hoc Complaint** committee comprised of 5 members who serve a one-year term, which can be renewed. They are to respond to any disputes or complaints within 10 days of one being filed. Once they hear both sides of the dispute they make a recommendation to the Board.

The **Personnel Committee** shall advise in the hiring, supporting, evaluating the performance of paid staff. They shall review, and update personnel policies and job descriptions in conjunction with the Executive Director, conduct the annual performance review and 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 Personnel committee shall be no less than three nor more than five in number and composed of no less than two members of the Board of Directors.

ARTICLE IX * The Executive Director

The Board may appoint an Executive Director to carry out the administration of the affairs of the Corporation 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 for 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 salary and benefits of the Executive Director shall be 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 other 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 * CORPORATION'S NET EARNINGS

No part of the Corporation'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 Corporation 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 or any 501 (C) (3) Corporation that the Board, by majority votes, would select.

ARTICLE XVI * AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws 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 to 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 fifteen 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 by-laws or the laws of the State of Rhode Island.

Adopted new mission statement February 2019 and voted by membership October 27, 2019