

BY-LAWS OF THE VILLAGE ART CLUB, INC. DBA Artisan Alliance at Wishing Spring

(revised April 2023 - to be approved June 2023)

ARTICLE I - NAME

Section 1. The name of this organization shall be VILLAGE ART CLUB, INC. (the Club) **DBA Artisan Alliance at Wishing Spring.**

ARTICLE II - PURPOSE

Section 1. It shall be the purpose of this organization to bring together a membership of artists and artisans to provide an appropriate source of continuing education in production, presentation, and promotion of their work, and to provide non-artists a shared experience of art appreciation.

Section 2. It shall be the further purpose of this organization to use funds generated by its activities to further the interests and activities of the club, including but not limited to, as follows:

- a. To operate and maintain the WISHING SPRING GALLERY and THE **CLAY** STUDIO.
- b. To provide scholarships to those selected students showing exceptional ability and who have chosen to major in Fine Arts/Visual Arts at a higher education institution.
- c. **To provide financial grants to area scholastic art programs, when feasible.**

ARTICLE III - POLICY

This organization shall be non-partisan and non-profit, operating under all 501(c)(3) rules and regulations as set forth by the IRS.

ARTICLE IV - FISCAL YEAR

The Fiscal Year shall begin on the first day of January and end on the last day of December each year.

ARTICLE V - MEMBERSHIP

Section 1. Membership shall be open to any person who supports the Club's purpose as stated in Article II and maintains current membership status.

Section 2. Membership status will be considered current when membership fees are paid annually by January 31st unless member joins during a calendar year.

ARTICLE VI - MEETINGS

Section 1. The Annual Meeting of the Village Art Club, Inc, shall be held at the April General Membership meeting each year. This meeting shall present the State of the Village Art Club, Inc. to all the members. Other meetings to be held as determined by the Executive Committee and Board of Directors. A simple majority of members present will be needed to conduct business.

Section 2. Special Meetings of the entire Membership may be called by the Executive Committee at its discretion. Said meeting, if for the purpose of voting on an issue, rather than merely informational, shall be announced at a minimum of five (5) days in advance to the general Membership. Minutes of such special meeting shall be made by the Secretary and included in the Minutes of the Club.

Section 3. Meetings of the Executive Committee and Board of Directors shall be held before each regular membership meeting. A Quorum shall be a majority of the members of the Committee to conduct a legal meeting. Actions of the Committee shall be reported at the following Membership Meeting.

Section 4. Special Meetings of the Executive Committee and Board of Directors may be called by the President, any Director or a majority of the Committee Members for discussion of special plans, projects, or problems. Such meetings may include, in addition to the Executive Committee, those individuals considered essential for the item(s) under discussion. Minutes of such meetings shall be made by the Secretary and shall include the date, general purpose, and final decision. The Minutes of such meetings shall become a permanent part of the Minutes of the Executive Committee. Only the Committee members present at such meetings are able to vote.

ARTICLE VII - MANAGEMENT

The Club shall be governed by the members of the Board of Directors, Executive Committee and Additional Elected Members of the Executive Committee. Specific duties of each are enumerated in the Standard Operating Procedures Manual.

Section 1. Board of Directors

The Village Art Club shall be overseen by a Board of Directors consisting of three (3) members as nominated and elected by the General Membership. Each Director shall serve for a three year term and such terms shall be staggered. The Directors will be considered non-voting members of the Executive Committee. Should a Director not be able to fulfill his/her term, a replacement shall be appointed by the remaining Directors. They shall elect among themselves a Chair of the Board.

~~Their duties include but may not be limited to:~~

- ~~a. Review and keep before the membership the objectives of the Club as spelled out in both the Articles of Incorporation and By-Laws.~~
- ~~b. Assist the Club in accomplishing its objectives by studying ways to achieve them and proposing same to the Executive Committee and Membership as necessary.~~
- ~~c. To approve and oversee budget and or any other financial investments needs to the Treasurer and the Executive Committee.~~
- ~~d. Assure that financial audits/reviews are completed.~~
- ~~e. Serve on the Long Range Planning Committee.~~

Section 2. Executive Committee

The Executive Committee shall consist of the Officers, additional members as designated in Section 4, and the members of the Board of Directors. It shall have as its purpose the handling of all routine business matters of the Club.

Section 3. Officers

The elected officers of the corporation shall be: President, First Vice President, Second Vice President, Secretary and Treasurer.

- a. The President shall preside at all meetings and shall be considered to be a non-voting member of all committees with the exception of the Board of Directors and the Nominating Committee. The President votes at Executive Committee meetings only in the event of a tie vote. The President may appoint a Historian to gather and maintain all historical data as well as on-going data that will become historical data.

- b. The First Vice President shall assist the President and in the temporary absence of the President, shall assume the duties of the President. He/she shall develop a calendar of programs for the General Membership meetings.
- c. The Second Vice President shall, in the absence of the President and First Vice President, assume the duties of the President and/or the First Vice President. He/she shall maintain all membership records and serve as the Chair of the Membership Committee.
- d. The Secretary shall be responsible for the minutes of all Executive Committee meetings and General Membership meetings and shall provide a copy of such minutes to each Executive Committee member prior to each meeting. The Secretary shall also provide all Minutes to members at General Membership meetings.
- e. The Treasurer's ~~shall~~ duties are listed in the Club's Standard Operating Procedures Manual.
 - ~~1. Post and keep records of all transactions of the Club accounts.~~
 - ~~2. Reconcile all accounts of the Club to bank and fund statements and provide a reconciled financial report to the Executive Committee and Board of Directors.~~
 - ~~3. Prepare checks for payments due on a timely basis which shall be signed by other Club officers. Club officers shall be kept current by the Treasurer on all bank accounts.~~
 - ~~4. Fulfill all reporting and payment requirements of taxing entities on a timely basis.~~
 - ~~5. Fulfill all governmental reporting on a timely basis.~~
 - ~~6. Assist and prepare any necessary documents for audit/audit review.~~
 - ~~7. Be the custodian and keep in an orderly manner all past and current financial records of the Club.~~

Section 4. Additional Elected Members of the Executive Committee

The additional elected members of the Executive Committee are the Gallery Administrator, the Clay Studio Administrator, the Education Administrator, the Publicity Administrator and the Scholarship Administrator. Each Administrator shall make reports at each meeting of the Executive Committee and the General Membership. Their duties are listed in the Club's Standard Operating Procedures Manual.

- ~~a. The Gallery Director shall be responsible for the operation of all phases of the Wishing Spring Gallery and make monthly reports to the Executive Committee and General Membership.~~
- ~~b. The Studio Director and Education Director shall be responsible for the operation of the Studio and for securing and managing all workshops and classes held at the Studio. Make monthly reports to the Executive Committee and General Membership.~~
- ~~c. The Festival Director shall be responsible for the operation of all phases of the Festival and make monthly reports to the Executive Committee and General Membership.~~
- ~~d. The Publicity Director shall be responsible for the coordination of all publicity and advertising with the Directors of Wishing Spring Gallery, The Studio, and shall make monthly reports to the Executive Committee and General Membership.~~

~~e. The Scholarship Director, with his/her committee, shall be responsible for all aspects of announcing scholarships, soliciting applications, interviewing applicants and determining those to receive the current year scholarships. Number and amount of scholarships are determined by Executive Committee during budgeting process. He/she shall make monthly reports to the Executive Committee and General Membership as required.~~

Section 5. Terms of Office

- a. Terms of office for officers shall be for one year and shall begin on January 1st of the year succeeding election.
- b. Officers may be elected for no more than three (3) consecutive terms **unless no other member expresses interest in the position.**
- c. The Executive Committee shall fill a vacancy in an office as soon as possible after the vacancy occurs. The person fulfilling the vacancy shall serve until the end of the unexpired term.

Section 6. Termination

Should any member **in a position specified in Article VII - Management Officer, or Director** not attend three (3) meetings in succession without due cause, they may be asked to resign by a majority vote of the Executive Committee.

Section 7. Conflict of Interest

Any member of the **Committee Management** who has a financial, personal, or official interest in, or conflict (or appearance of conflict) with any item pending before the Committee, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Committee to voluntarily excuse him/herself and refrain from discussion and voting on said items.

ARTICLE VIII - COMMITTEES

Section 1. The Nominating Committee shall consist of three (3) members as appointed by a majority vote of the Executive Committee no later than the July Membership Meeting. Members shall be appointed in staggering terms and any vacancies during the year shall be appointed by the Executive Committee to fill the unexpired term. The committee shall elect from among themselves a representative to present the nominations to the Executive Committee and the General Membership at the meetings.

Elections and announcement of the new officers shall take place **in the Fall. at the September General Membership meeting.** Candidates will be presented at one meeting and election will take place at the following meeting.

Section 2. The Long Range Planning Committee shall consist of the President, Gallery **Administrator, Clay Studio Administrator, Festival Director,** and the three (3) **members of the Board of Directors.** This committee shall be responsible for reviewing and updating the Club's short term (1-3- years) and long term (5-7 years) plans. These plans and annual progress should be reviewed and presented to the Executive Committee and General Membership at the Annual Meeting. The President shall act as Chair and shall call the meeting.

Section 3. Other Committees The Executive Committee shall appoint any other committees deemed necessary to operate the Club.

ARTICLE IX - FINANCES

Section 1. General Expenses

Control of expenditures of funds for general operation expenses, as stated in the approved budget, shall be vested in the Executive Committee.

Section 2. Reimbursements

All expenses incurred must include receipts and be presented to the Treasurer for reimbursement within 30 days of the date of the expense, after being cleared by the appropriate Director.

Section 3. Deposits

All deposits made to the Club's accounts are required to be presented to the Treasurer within three (3) business days of the deposit.

Section 4. Reserve

An amount ~~of equal to~~ 25% of annual operating expense is to be set aside for emergency.

Section 5. Contributions

Expenditures of funds other than in Sections 1 and 2 ~~such as contributions to other organizations and civic projects~~ will require approval of the membership prior to commitment or expenditure.

Section 6. Gifts, Donations, and Memorial Gifts

Donations and memorials may be designated for the Scholarship Fund or the Village Art Club. Any other gift or item must have the approval of the Executive Committee before being accepted. The Executive Committee will determine the appropriateness of any recognition/plaque stating the name of the donor or honoree.

Section 7. Insurance

The Village Art Club, Inc. shall carry adequate insurance to cover all entities of the Corporation including Directors and Officers.

ARTICLE X - DISSOLUTION OF THE ORGANIZATION

Should the Executive Committee and the membership vote to dissolve the Corporation, the Executive Committee shall see that all liabilities of the organization have been satisfied and that all final assets be disposed of in accordance with all rules and regulations as stipulated under the IRS 501(c)(3) corporation guidelines.

ARTICLE XI - PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall govern the proceedings of all meetings of the organization except as may otherwise be provided by these By-Laws.

ARTICLE XII - AMENDMENTS

These By-Laws may be amended at any General Meeting of members by two-thirds (2/3) majority vote of those present. Amendment will be presented in writing to all members at the previous meeting.