

# Findlay Art League Bylaws

September 2022

## **Article 1: Name and Purpose; Statement of Nondiscrimination**

The name of the organization is The Findlay Art League, Inc (FAL), a non-profit corporation located in Findlay, Ohio. The purpose of the FAL is to support, promote, and advance the enjoyment of the visual arts in our community.

### Section 1: Nondiscrimination Policy

The corporation will not practice or permit any unlawful discrimination based on sex, age, race, color, national origin, religion, gender, sexual orientation, physical handicap or disability, or any other basis prohibited by law.

### Section 2: Limitations on Activities

No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501©(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

## **Article 2: Membership**

### Section 1: Membership criteria

Anyone ages 18 or older who completes a membership application, is current on membership dues as published by the Board of Directors and updated from time to time and agrees to abide by the FAL code of conduct (see Article 10) shall be eligible for membership.

### Section 2: Rights of Members

Each member who meets the membership criteria shall have the right to one vote at the annual election of the slate of Board members at the Annual Meeting of the Corporation. At that time, members may also vote on items costing over \$10,000, or major decisions such as relocation of facilities.

## **Article 3: Annual Meeting of the Corporation**

### Section 1: Date

The Annual Meeting of the FAL shall be held in November of each year at a date, time, and location determined by the Board of Directors.

### Section 2: Notice of Meeting

Notice of the Annual Meeting of the Corporation (Annual Meeting) shall be communicated 30 days in advance to all members who are then current on their membership dues. Notice shall include the date, time, and location of the Meeting and the proposed slate of Board Member nominees, including their qualifications and

beginning and ending dates of their proposed term of service. Notice of the Annual Meeting shall be provided by email.

### Section 3: Purpose of the Annual Meeting

The Annual Meeting shall be to elect members of the Board of Directors and review results from the prior year's activities. No other business shall be conducted at the Annual Meeting of the Corporation.

### Section 4: Quorum

A quorum of at least ten current Members and at least three members of the Board of Directors shall represent a quorum for the Annual Meeting of the Corporation.

### Section 5: Election of Directors

The Nominating Committee of the Board of Directors shall be made up of 2-3 Board members named by the Board Chair. They shall present a slate of qualified candidates for election to the Membership 30 days before the date of the Annual Meeting of the Corporation. Nominations may also be taken from the floor during that meeting. The Membership shall vote the full slate via paper ballot, with the results presented before adjournment of the Meeting. Mail-in or proxies shall not be accepted.

## **Article 4: Board of Directors**

### Section 1: Number of Members

The Board of Directors shall consist of not fewer than 5 and not more than 11 members elected by the membership of the FAL.

### Section 2: Qualifications of Directors

Directors shall be current members in good standing of FAL. Members of the same household shall not serve simultaneously as Directors.

### Section 3: Term of Service

Directors shall serve terms of two years, beginning January 1 following election to office and ending December 31 two years later. Directors may serve two consecutive terms, after which they may be re-elected following at least a one-year break in service.

### Section 4: Filling a Vacancy

In the event of a vacancy, a director may be elected by the Board at any meeting. In the case of a newly-elected director, the director may serve a shorter term as may be appropriate.

## **Article 5: Duties of Directors**

### Section 1: Duties

Directors shall conduct the business of the Corporation, review and approve an annual budget, review and approve contracts, leases, banking relationships and investments, and review and approve classroom and gallery proposals. The Board of Directors may from time to time employ a Gallery or Association Manager and may delegate certain duties as it sees necessary to maintain the operations of the FAL.

Additional duties shall include:

- a. At all times, maintain the objective and mission of FAL.
- b. Maintain an inventory of all tangible and real properties of FAL
- c. Oversee the rental or purchase of any tangible or real property or the disposal of any such property.
- d. Review, approve and endorse all legal transactions, including the Lease and the Liability Insurance Policy, all major and/or capital expenditures of FAL, and IRS forms and any other required filings or forms.
- e. Periodically review and update the Bylaws for approval by the Board.
- f. Mediate any disputes of policy. Members in good standing may present policy disputes to the Board in writing. Responses and resolutions of disputes shall be addressed in writing in a timely manner by the Board to aggrieved parties.
- g. Mediate any grievances between members. See Code of Conduct – Article 10.

#### Section 2: Removal of a Director

The position of a Director may be declared vacant after three unexplained absences from regularly scheduled meetings of the Board of Directors during any 12-month period. The Director shall be notified in writing by an officer designated by the Board.

A Director may be removed from the Board by a vote of 2/3 of the Directors for failing to follow FAL Code of Conduct. The Director shall be notified in writing by an officer designated by the Board.

#### Section 3: Vacancies

Any newly created directorships and any vacancy occurring on the Board arising at any time from any cause may be filled by a majority vote of the Directors then in office at any Directors' meeting. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

#### Section 4: Meetings of the Board of Directors

The Board of Directors shall meet at least nine times per year. Notice of meetings shall be published via email or text. At least 2/3 of the then-elected Directors shall constitute a quorum.

Should a quorum not be present, a majority of the Directors present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present. All meetings shall follow Robert's Rules of Order, latest edition.

#### Section 5: Virtual and Remote Participation

Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## Section 6: Action Without a Meeting

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee consent in writing (email is acceptable) to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.

## Article 6: Committees

### Section 1: Creating Ad Hoc or Standing Committees

The Corporation may act through Committees of the Board of Directors. Committees may be standing or ad hoc committees. Each committee shall have such powers and authorities as may be provided in these Bylaws, in the resolution creating such committee, or in resolutions of the Board of Directors adopted from time to time.

The Committee Chair will approve expenses incurred for the functioning of the committee.

### Section 2: Appointment

Committees shall be created and Committee members appointed by the Board of Directors, and vacancies on Committees shall be filled by the Board of Directors.

### Section 3: Member Service

Members may choose to support the FAL by serving as volunteer members on the Program, Membership, Community Outreach, Gallery, Education and other ad hoc Committees. At least one Board member shall also serve on these committees to promote communication and coordination of activities conducted by the FAL for the public. The Board of Directors shall provide a list of committee responsibilities for each of these committees, which shall be reviewed annually.

### Section 4: Limitations of Powers

Notwithstanding any provision of the Article or these Bylaws to the contrary, no Committee shall have any power to:

- a. Fill vacancies on the Board of Directors or any of its Committees
- b. Amend the Certificate of Incorporation
- c. Adopt, amend, or repeal the Bylaws
- d. Approve a plan of merger, approve a sale, lease, exchange, or other disposition of all, substantially all, or the Corporation's property, other than in the usual and regular course of business
- e. Approve a proposal to dissolve the Corporation

## Article 7: Officers

### Section 1: Election and Qualifications; Terms of Office

The officers of the Board shall be a Chair, a Secretary, a Treasurer, and a Vice Chair. The Officers shall be elected by the Board at the annual organizational meeting of the Board. Each Officer shall hold office for a term of one year and until such Officer's successor has been elected or appointed and qualified. Officers may be elected to serve in the same role for no more than two years.

#### Section 2: Responsibilities of Chair

- a. Attend and chair all meetings
- b. Assure that every committee has a chairperson
- c. Be an ex-officio member of all standing and appointed committees
- d. Sign checks if needed in absence of the Treasurer
- e. Be prepared to oversee duties of any officer position

#### Section 3: Responsibilities of Vice Chair

- a. Assist the Chair in the performance of duties and preside in the absence of the Chair
- b. Act as Parliamentarian of the Bylaws and Policies to the Findlay Art League
- c. Annually survey the Board of Directors for conflicts of interest and alert the Board of any possible actual or perceived conflicts of interest

#### Section 4: Responsibilities of Secretary

- a. Keep the minutes of all meetings, assure that corporate documents are maintained in good order and according to the FAL's document retention policy
- b. Provide the Chair with a copy of each meeting's minutes within a week of the meeting.
- c. With the Treasurer, review the Membership roster of the FAL for the purpose of notifying Members of the Annual Meeting of the Membership
- d. Assure that notices of meetings are provided per these Bylaws

#### Section 5: Responsibilities of Treasurer

- a. Handle all financial transactions according to the policies established by the Board of Directors
- b. Give a detailed report of finances at meetings of the Board of Directors and at the Annual Meeting of the Membership
- c. Keep a record of all memberships paid
- d. Ensure that all financial records are kept current
- e. With the Board, engage in an annual, independent financial review, which will be presented by to the third month of each year. Copies of the review and balance sheets shall be submitted to the Chair of the Board, and recorded in the Corporate Records of the FAL
- f. Perform, or with the approval of the Board, delegate to a Gallery or Association Manager, sales and bookkeeping duties as follows:
  - 1. Keep financial records for all gallery sales
  - 2. Give a monthly sales report when needed
  - 3. Keep a record of and pay sales tax to the State of Ohio
  - 4. Handle sales, commissions, and artist payments for all exhibits
- g. File all necessary taxes and reports including the annual Financial Report of Charitable Organizations form, Personal Property, Sales Tax, and IRS form 990.
- h. The Chair of the Board of Trustees shall have access to financial information and may pay bills in the absence of the Treasurer, following the policies established by the Board of Directors.

## **Article 8: Finances, Bank Accounts, Checks, Contracts, and Investments**

### Section 1: Bank Accounts, Checks, and Notes

The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes, or other evidence of indebtedness

### Section 2: Contracts

The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

## **Article 9: Indemnification**

### Section 1: Indemnity Under Law

The Corporation shall indemnify and advance the expenses of each Member of the Board of Directors to the full extent permitted by law. This would include persons who presently or in the past served as directors and because of their service are made party to any legal action.

### Section 2: Directors and Officer Insurance

The Corporation shall carry insurance for this purpose.

## **Article 10: Code of Professional Conduct**

### Section 1: Expectations

- a. Members shall always conduct themselves professionally during FAL meetings, shows, events, and in all FAL-related correspondence and interaction.
- b. Any unsolved grievance shall be reported in writing to the Board of Directors for resolution.
- c. Failure to comply with the Code of Professional Conduct may result in loss of membership and removal from any officer or committee position(s) as determined by the Board of Directors.

## **Article 11: Dissolution**

### Section 1: Dissolving the Findlay Art League

- a. The power to dissolve this Corporation shall reside with the Board of Directors.
- b. In the event of dissolution of this corporation, or in the event it shall cease to carry out the objectives and purposes set forth in these bylaws, all assets of the corporation, after any indebtedness if the corporation is satisfied, shall be distributed to one or more non-profit

organization(s) as selected by the Board of Directors to be used for promoting the arts or other purpose to promote the general social welfare of the community.