



OPERATING BY-LAWS UNIONTOWN ART CLUB INC

President Stephanie McClain



UNIONTOWN ART CLUB INC.

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UNIONTOWN, PA. 15401

Operating By-Laws

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By-law Committee: Stephanie McClain, Peter Pasqua, Mary Ann Hovanic, Jessica Lotman

OPERATING BY-LAWS OF THE UNIONTOWN ART CLUB INC., UNIONTOWN, PA. 15401

Approved by a majority vote dated _____

ARTICLE I: ORGANIZATION NAME

The name of the organization is The Uniontown Art Club, incorporated with the State of Pennsylvania as a non-profit corporation as of 3-28-1994. The original club and by-laws date back to 1927.

ARTICLE II: ORGANIZATION PURPOSE

The object and purpose of this organization shall be:

To create, promote, and generate the appreciation of art in the Uniontown Art Club and in the community (i.e. holding classes of instruction, sponsor art exhibitions, raise and receive funds to sponsor art events, etc).

ARTICLE III: MEMBERS

Section 1. Members shall be those persons who express themselves in visual fine art and fine crafts, these will be determined by the following conditions. A member's art form must be considered to be recognized by the conventional artist community. Ex. Painting, drawing, printmaking, sculpture, ceramics, mosaics, photography, video, film making, designing, fine crafts, architecture, and textile art.

Section 2. Any person 18 years of age or older may be a member. The UAC does not discriminate against race, gender, religion or national origin or protected Class.

Section 3. Member Types: Active or Social

A member will be considered an active member by meeting the following minimum requirements.

- Section 1 criteria must be met.
- Attending at least 1 meetings during the prior year, unless work schedule prohibits or participates in at least 1 BOD sanctioned function during the prior calendar year of the Art Club. If these conditions are met in the current calendar year a member will then be considered active for the remainder of the year and the next calendar year.
 - a) Active members are eligible to vote at regular and special meetings including by-law changes.
 - b) Active member may be granted special consideration during art club functions sponsored by the Uniontown Art Club.
 - c) Members who do not meet these minimum requirements will be viewed as a social member.

A member will be considered a Social member:

- Any person committed to the appreciation and education of the visual arts.
- A new member will be considered a Social member until the above conditions are met to be considered an Active member.

- Social members will receive all mailings and information sent by the Corresponding Secretary. Social can make comments and participate in conversations at meetings, members are not eligible to vote at regular and/or special meetings. Social members do not receive special benefits at art club events that active members may receive, i.e. appreciation dinners.

ARTICLE IV: OFFICERS AND BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of five (5) elected Officers, four (4) elected Directors. Four members of the BOD and the President or Vice President shall constitute a quorum at Directors meetings.

Section 2. The Board of Directors shall have charge of the particulars of the club and charged with the monthly business of the club, subject to the provisions of these by-laws. . Section 3 list the motion from the minutes of March 17th 2015 regarding disbursement of monthly funds and authorities of the Board of Directors.

Section 3. Expand the authority of the UAC Board of Directors, excluding the exceptions listed, make decisions and take necessary action for the good of the club in lieu of a general membership vote. Such actions would include taking disciplinary action when requested. If the board of directors are notified of a members disruptive action the BOD will send a letter to the member regarding their actions. If the disruption continues the bod will request a private meeting with the member to discuss their actions.

A. Exceptions to the motion:

- a) The Board of Directors does not have the authority to disperse or control any assets of the Uniontown Art Club without a general membership approval vote. i.e. Bank Accounts, Physical Properties, The Uniontown Art Club Friends of Art Collection, or any other assets in excess of \$500.00.
- b) Any single payment in excess of \$500.00 must be approved by the general membership.
- c) Any committee budget in excess of \$800.00 must be approved by the general membership.
- d) The June Board of Directors meeting will be open to all club members in good standing. All other Board of Directors meetings except for invited speakers are closed. Members may attend as non-participants only.

Any Officer or Board member of the Board of Directors, cannot enter into any contracts other than committee approved functions, such as hall rental etc. without general membership approval.

Section 4. The Board of Directors serves in a fiduciary capacity for the Uniontown Art Club and will exercise prudence, loyalty and support of each other with all due diligence. The BOD are not compensated for their service nor will they bear any personal liability.

ARTICLE V: ELECTIONS AND TERMS OF OFFICE

Section 1. The Board of Directors shall be elected by the members of the UAC.

Section 2.. The President cannot serve more than 2 consecutive terms. All other positions are open to ballot nominations at the end of the current term.

- A. The immediate Past President shall be automatically eligible for placement on the director election slate for a two year term.

Section 3. All Directors and Officers shall serve until their successors are duly elected as herein set forth.

Section 4. All terms of office provided for herein shall commence on September 1st of the election year and last two years up through August 31 of the second year.

Section 5. Should any officer or director, except the President fail, or be unable for any extended period of time, to attend to the duties of his or her office, the remaining members of the Board of Directors may, at their discretion, declare such office vacant. Except for the President any vacancy in any office, however caused, shall be filled for the unexpired term by an appointment of the Board of Directors. In the case of the President, the Vice President will assume the office of President and a new Vice President will be appointed by the board of directors.

ARTICLE VI: OFFICERS RESPONSIBILITIES

Section 1. The President shall call and/or preside at all membership and board meetings and appoint all committees. The president shall oversee all social media approved by the board of directors. The President shall appoint individuals or manage all social media information. The President shall be responsible for the accountability of the petty cash fund.

Section 2. The Vice President shall assist and give confidence to the President. The Vice President will preside over meetings that the President is unable to attend and will assume the responsibilities of President if the President cannot perform the duties of President. The Vice President shall appoint all chairpersons and all committees report to the Vice President.

Section 3. The Recording Secretary shall record the membership and board meeting minutes, present them to the President within one week of the meeting, and present the unapproved minutes to the membership for their review prior to the following meeting. The recording secretary will maintain a record of all members in attendance.

Section 4. The Corresponding Secretary shall promptly email and or mail all information and notices as directed by the President or Vice President.

Section 5. The Treasurer shall receive, and record all monies received for the club. Membership dues will be recorded by the treasure to insure member's current status. The Treasure shall pay all bills as approved by the Board of Directors, and shall present a hard copy account of all monies received and expended at each board meeting.

ARTICLE VII: COMMITTEES

Section 1. The Vice President shall appoint all chairpersons for committees deemed necessary and proper from time to time.

Section 2. A committee shall consist of two or more members.

Section 3. Committee responsibilities shall be those goals and objectives set forth in these by-laws, as well as ongoing creative and social projects.

Section 4. The Committee Chairperson will:

- A. Call for meetings as often as necessary to fulfill the committee purpose.
- B. Meet either electronically or in person.
- C. Report at the monthly BOD meeting when their committee is active.
- D. Keep the Vice President informed of progress between BOD meetings.

ARTICLE VIII: MEETINGS –

Section 1. The date, time and place of most, membership meetings will be the 3rd Tuesday of each month except December. January and February will follow school closing schedule, if schools are cancelled due to weather the meeting is cancelled until the following month unless rescheduled by the President. Membership events shall be announced in the newsletter and social media or announced more often when necessary.

Section 2. ELECTION OF OFFICERS AND BOARD OF DIRECTORS will take place every two years at the August membership meeting. The slate of officers and directors will be presented by the nominating committee chairperson. The President will then accept additional nominations from the floor. The new Board of Directors and Officers will then be elected from this slate by those active members present at this meeting.

- A. Voting shall be by paper ballot and tallied by two members appointed by the President and who are not on the ballot
- B. There will be a social after this meeting to recognize outgoing officers and BOD, and welcome the new.

Section 3. THE BOARD OF DIRECTORS: Except for the November meeting the board will generally meet one hour prior to the regular monthly meeting. The November meeting will be scheduled to discuss the upcoming calendar year. This will be scheduled as a separate date and time. The date will be determined by the President based on weather conditions and the discretion of the president.

The President may call a Special meeting of the Board of Directors at any time

An active club member with an issue may make a written request to the board of directors to discuss their issue. The board will place the member on their agenda or schedule a special meeting.

Section 4. Presidents Meeting: A presidents meeting will take place within 10 days of the August Election meeting but no later than August 31th. The purpose of this meeting is to turn over reports and information to the new officers and board members. The new officers and board will take office September 1st.

Section 5: SPECIAL GENERAL MEMBERSHIP MEETINGS: A special membership meeting of the Uniontown Art Club can be called at the request of five (5) members of the Board of Directors. A notice will be sent to the membership listing the date of the special meeting.

The President cannot call a special general membership meeting.

ARTICLE IX: ORDER OF BUSINESS: BOARD MEETINGS ARE CONDUCTED IN ACCORDANCE WITH ROBERT RULES OF ORDER, EDITION 10 – ALL BOARD MEMBERS MUST BE FAMILIAR WITH THESE GUIDELINES).

Section 1: The order of business for regular or special Board of Directors meetings shall be as follows:

- A. Meeting called to order
- B. Reading and approval of the minutes from last meeting.
- C. Detailed Treasurer's report.
- D. Detailed Committee reports.
- E. President's report.

- F. Unfinished business (matters previously introduced which have come over from past meetings).
- G. New Business (matters initiated at the present meeting).
- H. Meeting adjourned

Section 2: The order of business for the general membership meetings shall be as follow:

- A. Meeting called to order
- B. Reading of minutes, approval of minutes.
- C. If a guest speaker is present, grant the floor.
- D. Summary of Treasurer's Report
- E. Summary update of committees by the Vice President. Appointments of chairpersons to new committees.
- F. Summary of old business progress.
- G. Discussion of new business.
- H. Any scheduled program or art-club-related scheduled activity can be presented at this time.
- I. Meeting adjourned.

ARTICLE X: DUES

Section 1. Annual dues shall be fixed and paid for each meeting year effective September 1st. Dues are payable September 1st through December 31st each year to guarantee member privileges for the upcoming meeting year. A meeting year effectively runs January through November of the calendar year. **A 2 week grace period will be allotted the first two weeks of January for late payment or else the member must re-apply for membership.** A new member or re applying member must fill out an application form with a \$25 application fee to be voted on at the next scheduled general club meeting.

ARTICLE XI: BY-LAWS AMENDMENTS

Section 1: Amendment of these By-laws shall be enacted by the following procedure:

- A. The chairperson is appointed by the President, with three or more on the committee including the President.
- B. A hard copy of the committee's recommended changes are then given to the Board of Directors for review and approval. The BOD may approve electronically if they adopt them as written by the committee or meet to discuss any changes that need to be made within 5 days of receiving the hard copy. These changes will require a majority vote of the BOD.
- C. These amendments shall then be emailed or mailed to all Active Members for review, 10 days before a Special Membership Meeting called by the Board of Directors for the purpose of adopting these changes. The date and time of the special meeting will be listed in this mailing.
- D. Active members must be present to vote. Neither mail in nor will proxy votes be valid.
- E. These amendments go into effect by a majority yes vote of proper ballots, or if there is a majority no, are sent back to committee. Recommended changes must be stated with a no vote.