

**BY-LAWS FOR THE HENNEPIN ARTISTS OF ROBBIN GALLERY**

ARTICLE I: NAME

The organization shall be known as HENNEPIN ARTISTS OF ROBBIN GALLERY

ARTICLE II: PURPOSE

The association shall be an organization of persons whose interest in the arts is intensive and who are willing to work to encourage the appreciation and practice of the fine arts.

ARTICLE III: OBJECTIVES

- A. To inspire in the community a wider knowledge and greater pride in its own art and artists.
- B. To encourage and provide for the study of the arts.
- C. To provide outlets for the best artwork of emerging and established community artists.
- D. It is not the intention of this organization to exhibit solely for the purpose of engaging in sales promotion.

ARTICLE IV: MEMBERSHIP

Categories of membership shall be these and may be variations thereof:

- A. Active Member: A person who participates in the art activities and/or assists in the operation of the association or the gallery.
- B. Resident Artist: An artist who uses the gallery as a studio and/or classroom and who provides attendant service regular days each month during the hours the gallery is open to the public.
- C. Sustaining Member: A person or organization that provides monetary or other contributions to support the cultural activities of the association or gallery.

ARTICLE V: ELECTIVE OFFICERS

Elective officers shall be: President, Vice President, Secretary, Treasurer, and Gallery Director. No one person shall hold more than one elective office at one time.

ARTICLE VI: APPOINTIVE OFFECERS

Appointive officers shall include:

- A. Scheduler
- B. Exhibits Director
- C. Rotation Shows Director
- D. Membership Director
- E. Publicity Director
- F. Public Relations Director
- G. Program Director
- H. Newsletter and Web Editor
- I. Historian
- J. Librarian
- K. Refreshment Chairperson
- L. Telephone Chairperson
- M. Photographer
- N. Nominating Committee Chairperson

ARTICLE VII: DUES

Dues of the association, as well as method of payment, shall be fixed by the executive board, subject to the approval of a simple majority of members who vote. Written absentee votes will be accepted if delivered to the secretary prior to voting.

ARTICLE VIII: AMENDMENTS

These by-laws may be amended at any regular meeting by a two-thirds majority vote of the members voting, provided that each member as been informed to the best of the ability of the secretary of the content of the proposed amendment(s) at least one week prior to the meeting.

## ARTICLE IX: GOVERNANCE

### Section 1.

The general management, direction, and control of affairs, funds, and property of the association shall be vested in the executive board.

### Section 2.

The executive board shall consist of the: president, vice president, secretary, treasurer, gallery director, and exhibits director.

### Section 3.

The operating year shall be from January 1 to December 31.

### Section 4.

A quorum for the conduct of business at any member meeting shall be 20% of all members who are eligible to vote.

## ARTICLE X: EXHIBITIONS

### Section 1.

- a. The gallery will seek to meet its aims through regularly scheduled programs of instruction and fellowship, regularly scheduled exhibitions of members' work, and exhibits arranged to enrich the community.
- b. The gallery will not seek to promote any special mode of artistic representation, being more concerned that artists express themselves honestly, and that the viewer determine the relevance of that expression.
- c. All members and resident artists are eligible and invited to submit artwork according to the eligibility rules set by the executive board and the director of that specific show.

## ARTICLE XI: DUTIES OF ELECTIVE OFFICERS

### Section 1. PRESIDENT

- a. Preside over all membership and executive board meetings and set the time and place of meetings.
- b. Appoint all appointive officers with the exception of the public relations and exhibits directors.
- c. With approval of the executive committee, appoint the chair and members of the nominating committee.
- d. Arrange for the review of the treasurer's books after the end of the association's year.
- e. Maintain a calendar of association actions scheduled by the constitution and by-laws.

### Section 2. VICE PRESIDENT

- a. Perform the duties of the president when necessary.
- b. Appoint the public relations director with approval of the executive board.
- c. Oversee public relations including special events and art classes.
- d. Serve as the second signature on the association's checking account.
- e. Appoint committees for members' shows.

### Section 3. SECRETARY

- a. Record and file accurate minutes of all regular and executive board meetings.
- b. Make meeting minutes available to the executive board and voting membership.
- c. Maintain the current version of the association's by-laws and other operating documents.
- d. Notify board members and the membership of meetings.
- e. With the president, prepare a meeting agenda and distribute it to members at least one week before the meeting.

- f. Inform voting members of proposed changes to the by-laws at least one week prior to the meeting at which a vote will be taken.
- g. File necessary documents with appropriate state and federal agencies.
- h. With board approval, may appoint an assistant secretary to assist with secretarial duties as assigned by the secretary.

#### Section 4. TREASURER

- a. Maintain the financial records and documents of the association.
- b. Keep an accurate ledger of all income and expenditures.
- c. Keep a segregated checking account, pay bills, deposit revenues, and reconcile bank statements.
- d. Provide printed financial reports and have the ledger available.
- e. Supervise events and recommend banking practices that benefit the association's financial growth and security.
- f. With board approval, appoint an assistant treasurer to assist with the treasurer's duties as assigned by the treasurer.
- g. Prepare a yearly budget of projected income and expenses with input from other executive board members. Present this budget to the voting membership at the beginning of the association year for their approval.

#### Section 5. GALLERY DIRECTOR

- a. Direct all gallery activities: exhibits, openings, housekeeping, classes, and events calendar.
- b. Seek out exhibitors for special exhibits and provide guidance and direction for each show.
- c. Head the review panel for selecting artists or groups of artists for special exhibitions.
- d. With the approval of the executive board, appoint the exhibits director.
- e. Provide for liaison with the Robbinsdale Chamber of Commerce.

### ARTICLE XII: DUTIES OF APPOINTIVE OFFICERS

#### Section 1. EXHIBITS DIRECTOR

- a. Arrange, with the gallery director, the juried and member shows.
- b. Oversee group exhibitions by the gallery membership and juried shows initiated by the association.
- c. Announce the dates of member shows; hire a judge(s), order ribbons and awards.
- d. Print brochures and invitations, make mailings, and advertise in papers and media.
- e. Arrange for intake of art, exhibit catalog, entry fees, and identification labels.
- f. Provide an assistant for the judge and arrange for an honorarium.
- g. Plan an exhibit opening with the publicity director and refreshment chairperson.
- g. Determine eligibility of individuals to participate in member shows.

#### Section 2. SCHEDULER

- a. Work with the gallery director to ensure that the gallery has an attendant during announced times of opening.
- b. Keep a record of membership staffing and other volunteering.
- c. Keep a calendar of gallery events and gallery staffing.

### Section 3. ROTATION SHOWS DIRECTOR

- a. Seek out and contract with businesses and other establishments for showing members' art work.
- b. Maintain a record of artist's participation in rotation shows.
- c. Monitor rotation shows for quality of art work and presentation, and acceptability of content.
- d. Record sales and any other financial transactions resulting from rotating shows.

### Section 4. MEMBERSHIP DIRECTOR

- a. Keep an accurate, up to date record of memberships.
- b. Coordinate with the newsletter/web editor to distribute membership directories to current members.
- c. Promote gallery membership and encourage gallery members to enlist new members.
- d. Distribute membership applications at the gallery and during shows.
- e. Collect membership dues and route to the treasurer.
- f. Send renewal notices to members who have not renewed their membership voluntarily.
- g. Give new active members an orientation to gallery staffing and provide a copy of the by-laws.
- h. Serve as a member of the nominating committee.

### Section 5. PUBLICITY DIRECTOR

- a. Publicize activities of the association, the gallery, and its members' artistic work.
- b. Direct activities of advertising artists and brochure designers and supervise printing and distribution.
- c. Distribute news releases to the media and keep a record of resulting news items.
- d. Develop postal and web address lists.

### Section 6. PROGRAM DIRECTOR

- a. Plan and arrange for speakers and other program activities for regular member meetings.
- b. Provide for any needed program set-up and introduce program.
- c. Provide a budget for any anticipated expenses associated with programs.

### Section 7. PUBLIC RELATIONS DIRECTOR

- a. Contact schools, community centers, senior clubs, Twin City's fine arts organizations, garden clubs, historical societies and other to encourage groups to visit, exhibit, and hold meetings at the gallery.
- b. Distribute promotional literature to businesses, Robbinsdale city officials, and other community organizations.
- c. Keep gallery sponsors informed about gallery events.
- d. Solicit sponsorships from business persons and other community members.

### Section 8. NEWSLETTER AND WEB EDITOR

- a. Solicit, edit and publish news items from gallery officers and other members in the newsletter.
- b. Distribute the newsletter to members via email and postal service as appropriate.
- c. Keep a print file of past newsletters.
- d. Keep the website current.

#### Section 9. HISTORIAN

Maintain a scrapbook of photographs, news clippings, and other printed material about the gallery and its present and past members.

#### Section 10. LIBRARIAN

- a. Catalog books and other media owned by the gallery.
- b. Provide a check-out and return system that borrowers can use.
- c. Keep items available for loan in an accessible location. Notify persons with past due loans.
- d. Make needed repairs to books and other materials and recommend replacement and new purchases.

#### Section 11. REFRESHMENT CHAIRPERSON

- a. Arrange suitable refreshments for meetings and social events.
- b. Greet members and guests upon their arrival at the gallery.
- c. Make name tags available.
- d. Keep the refrigerator and serving equipment sanitary and functional.

#### Section 12. TELEPHONE CHAIRPERSON

Telephone gallery members as requested by the president or secretary, primarily as a reminder of the next scheduled meeting.

#### Section 13. PHOTOGRAPHER

- a. Make a photographic record of gallery events.
- b. With the historian, gather photographs for the gallery's scrapbook.
- c. Submit photographs to local news media organizations.
- d. Provide the public relations director and newsletter/web editor with photographs.

#### Section 14. NOMINATING COMMITTEE CHAIRPERSON

- a. Convene the nominating committee in time to solicit candidates for elective positions.
- b. Lead the nominating committee in developing a slate of candidates for each position to be filled by election.
- c. Present the report of the nominating committee at the meeting prior to the election meeting.
- d. Give recommendations for appointive offices to the president.

### ARTICLE XIII: ELECTIONS AND APPOINTMENTS

#### Section 1.

All elections shall be by written ballot. The presiding chair will appoint counting clerks. Each officer shall be elected separately with no combination of elective offices.

#### Section 2.

Nominations for all elective offices to be filled will be made by the nominating committee and reported by the committee chairperson at the meeting before the elections. Other nominations may be made from the floor by any member at any time before elections are completed.

#### Section 3.

Only members in good standing may be considered for an office. An officer shall be elected for two years, except for those elected to fill unexpired terms. There is no limit on the number of consecutive terms. When an elected office becomes vacant nominations and election shall be held at the next member meeting.

Officers to be elected in odd numbered years are: president and gallery director. Officers elected in even numbered years are vice president, treasurer, and secretary.

Regular elections shall be held during the March member meeting. Elections will be decided by simple majority of members who vote. Written absentee ballots will be accepted if delivered to the secretary prior to voting.

Section 4.

All vacancies shall be filled by the executive committee until an election by the voting membership can be held. If the office of president is vacated the vice president shall become president until a new president is elected according to procedures described in Article XIII, Section 3.

Section 5.

Appointive offices are for one year with no limit on the number of consecutive terms. Appointments and reappointments may occur at any time.

ARTICLE XIV: CONFLICT OF INTEREST

No contract or other transaction between the corporation and one or more of its Directors, volunteers, staff, members, or other involved parties (or between the corporation and any other corporation, firm, association, or entity in which one or more of the foregoing have a material financial interest) shall be entered into by the corporation unless the fact of such relationship or interest is disclosed to the Board of Directors. The Board of Directors must approve such contract or transaction by a vote sufficient for the purpose. Any interested Director shall not be entitled to vote and shall not be counted in determining the presence of a quorum at a meeting of the Board which authorizes, approves or ratifies such a contract or transaction. Before authorizing, approving or ratifying any such contract or transaction, the Board of Directors shall take into account the procedures set forth in Treasury Regulation Section 53.4958-6.

ARTICLE XV: AMENDMENTS

These by-laws may be amended at any regular meeting of the association by a two-thirds majority vote. Each member eligible to vote shall have been informed of proposed amendment, to the best of the ability of the secretary, at least one week prior to the meeting at which the amendment is to be considered. Written absentee votes will be accepted if delivered to the secretary prior to voting.

ARTICLE XVI: PROCEDURE AUTHORITY

Any procedures not covered by this constitution, by-laws, or standing rules, will be guided by Robert's Rules of Order, Newly Revised.

HENNEPIN ARTISTS OF ROBBIN GALLERY

Adopted and approved by the membership on June 3, 2012

Secretary \_\_\_\_\_

President \_\_\_\_\_