

**BY-LAWS
BIRMINGHAM ART ASSOCIATION, INC.**

MISSION STATEMENT:

To support and promote artists in our community and contribute to a culturally enriched arts environment by providing a professional setting that fosters creativity, quality art, and interaction between artists, patrons, and the public.

Birmingham Art Association is organized in the following manner:

- General Membership
- Board of Directors
- Executive Committee

Pursuant to authority contained in subsection (b) of Section IX of the Certificate of Incorporation of Birmingham Art Association, Inc., a corporation, the Executive Committee of said corporation has adopted the following by-laws:

ARTICLE I. MEMBERSHIP

1 – APPLICATION TO BECOME A MEMBER. Any person desiring to become a member of Birmingham Art Association (*the Association*) shall make written application for membership, stating the class of membership for which application is made and giving his or her name and post office address. Such application shall be accompanied by the amount for one year's dues, and shall be delivered to the Executive Director, or any duly authorized agent of the Association, and such person shall thereupon be a member of the Association of the proper classification.

2 – CLASSIFICATION OF MEMBERS

- Student Members – any person who is enrolled in high school or who is an undergraduate student at a college or university.
- Regular Member (individual)
- Regular Member (family)
- Business Member
- Institutional Member – a college, school, club, institution or other organization.

2a – Membership fees shall be determined by the board of directors.

- 4 - HONORARY MEMBERS.** Any person who has rendered extraordinary service to the Association, or whose achievements in the field of art are outstanding, may be elected an HONORARY MEMBER of the Association by the Executive Committee. The term of honorary membership shall continue for such length of time as may be fixed by the Board, provided, however, that the Board may terminate any honorary membership of any person at any time for any reason which it may deem expedient. No dues shall be required from Honorary Members.
- 5 – ANNUAL MEETINGS OF MEMBERS.** Annual meetings of the members for the election of the Board of Directors, and for the transaction of such other business as may properly come before the meeting, shall be held in May of each year. The members elected to the Board of Directors will take office on July 1 of the year they are elected. The Fiscal Year for the Association is July 1 – June 30.
- 6 – SPECIAL MEETINGS OF THE MEMBERS.** Special meetings of the members of this Association may be called by the President at the request of one or more members of the Board of Directors. If the President declines to call a meeting after such a request is made, a decision to hold or not hold the meeting shall be made by a majority vote of the members of the Board of Directors either at a regular meeting of the Board of Directors or by polling if the request comes during a period between meetings.
- 7 – NOTICE TO MEMBERS OF THE MEETINGS.** Fifteen days’ notice shall be given to members of the Association of the annual meeting. Seven days’ notice shall be given prior to a special meeting of the members. Such notice shall be given by written notice mailed to the member at the member’s address, by fax transmission to the member, by e-mail or by some combination thereof. The physical address, fax number, or e-mail address shall be provided by the member and maintained on the records of the Association. Members are responsible for notifying the Association of any change and delivery by any means to the address or number listed on the Association’s records shall be deemed notice.
- 8 – QUORUM.** At all regular and special meetings of the Association, a quorum shall consist of a majority of the current members present. No member may attend, or vote at, any regular or special meeting by proxy.
- If the number of members necessary to constitute a quorum shall fail to attend any regular or special meeting, a majority of the members present may adjourn the meeting from time to time, without notice other than announcement at the meeting of the time and place of reconvening the adjourned meeting.
- 9 - VOTING –** At every meeting of the members of the Association, each member shall be entitled to one vote, and each Institutional Member shall be entitled to one vote.

ARTICLE II – BOARD OF DIRECTORS

The business of the Association shall be managed by a Board of Directors composed of not less than three (3) nor more than twenty-four (24) members.

1 - ELECTION TO THE BOARD:

- (a) One-third of the members of this Board shall be elected annually for a term of three years. The terms shall be staggered to provide continuity of management.
- (b) Should any Member of the Board resign, die or, for any other reason, cease to be a member, the remaining Board members may elect a successor Member to fill the *remainder* of the term of the departing Member.

2 – DUTIES OF BOARD MEMBERS:

- (a) Each Board Member shall be a member of the Association in good standing.
- (b) Each Board Member is expected to attend regularly scheduled meetings. No Member shall have two (2) consecutive unexcused absences from regularly scheduled Board meetings. Absence from regularly scheduled meetings may be determined excused only if a member of the executive committee has been informed in advance of the meeting.
- (c) Each Board Member shall be a member of the Fund Raising committee.
- (d) Failure to meet these requirements may result in removal of the Member.

3 – MEETINGS OF THE BOARD:

- (a) **REGULAR MEETINGS.** The Board of Directors shall hold at least six regular meetings each year at such times and places in Jefferson County, Alabama, as may be designated. Any Association business which may be properly transacted by the Executive Committee may be considered and acted upon at any regular meeting.
- (b) **QUORUM.** A quorum shall consist of a *majority* of the members of the Board.
- (c) **SPECIAL MEETINGS.** Special meetings of the Board may be called at any time by the President, by the Vice President, or by two members of the Board then in office, and/or by the Executive Director.

4 – NOTICE TO MEMBERS OF THE BOARD OF DIRECTORS. Seven days notice shall be given to each Board Member of each regular meeting, and three days notice shall be given to each Board Member of each special meeting. Notices of all meetings may be given in person (orally, including by telephone) or in writing in the same manner as described in Section III (7), above for notice to Members of the Association.

5 – ADJOURNMENT. Any regular or special meeting of the Board of Directors may be adjourned to meet again at a time and place specified in the motion to adjourn and no further or different notice of such adjourned meeting shall be required, except to the Members not present at the meeting.

ARTICLE III EXECUTIVE COMMITTEE

1 - The Executive Committee shall manage the business of the Association on a day-to-day basis and shall consist of the Past President, President, Vice President, Secretary, Treasurer, Parliamentarian and any other member of the Board of Directors that the Members of the Executive Committee decide is necessary. The Executive Director will be an *ex officio* member both of the Board of Directors and the Executive Committee.

2 - The Executive Committee shall meet as often as its Members decide is necessary.

ARTICLE IV – OFFICERS

1. - ELECTIONS

(a) - **NOMINATING COMMITTEE.** A nominating committee of five members of the Association, of which not more than two may be members of the Executive Committee, shall be appointed by the Executive Committee at least one month prior to each annual meeting. The nominating committee shall present to the Board of Directors, in writing, at least one candidate for each position on the Board to be filled.

- (b) The Board of Directors shall elect the officers of the corporation. The officers will consist of: a president, a vice-president, a secretary, a treasurer, and a parliamentarian and any other officers that the Board of Directors decides to be necessary. One person, except the president, may fill more than one of these roles.
- (c) The officers of the Association shall be elected at a meeting of the Board of Directors which shall be held immediately following the annual meeting of the members, or within ten days thereafter. The officers so elected shall hold office for a term of two years.
- (d) Any officer shall be subject to removal at any time by two-thirds vote of a quorum of the Members of the Board of Directors at a duly called and constituted regular or special meeting. Should any officer resign, die or for any other reason cease to be an officer, the Board of Directors shall elect a successor to fill the *remainder* of the term of such officer.
- (e) A Nominating Committee shall be established and shall present to the Board of Directors at least one candidate for each office. The Board of Directors is not obligated to elect the person so nominated and this provision shall not limit or abridge the right of any Trustee to nominate any eligible person as a candidate for any office.

2 – POWERS AND DUTIES OF THE PRESIDENT.

- (a) The President shall preside at all meetings of the Members of the Association, the Board of Directors, and the Executive Committee and shall be a member, ex-officio, of all committees.
- (b) S\he shall have general charge of the business of the Association. S\he shall keep the Board of Directors fully informed and shall freely consult with it, individually and collectively, concerning the business and affairs of the Association. With the Executive Director, or with a designated officer of the Association, s/he shall sign and execute all deeds, all leases, all contracts, all trust agreements, and all other obligations of the Association.
- (c) S/he or someone the Board of Directors or the Executive Committee designates will, when necessary or appropriate, represent the Association to the community and other organizations.
- (d) S/he shall do and perform such other duties as, from time to time, may be required of him/her by these by-laws and/or assigned to him/her by the Executive Committee.
- (e) No person shall be eligible to serve a President for more than two (2) consecutive terms.

3 – POWERS AND DUTIES OF THE VICE-PRESIDENT. The Vice-President, shall be vested with all the powers, and shall be required to perform all the duties of, the President in the latter's absence; at other times, s/he shall have such powers and shall perform such duties as may be required by these by-laws and/or assigned to him/her by the Executive Committee.

4 – POWERS AND DUTIES OF THE TREASURER.

- (a) The Treasurer shall have custody of funds and securities of the Association which may come into her/his hands; when necessary and proper, s/he shall endorse, on behalf of the Association for collection, checks, notes and obligations; s/he shall deposit all funds in his/her custody to the credit of the Association in such bank or banks or depositories as the Executive Committee may designate. S/he shall give receipts and vouchers for payments made to the Association, and, with the President, or the Vice President may sign checks of the Association; whenever practicable, disbursements shall be made by check.
- (b) At each meeting of the Board of Directors and the Executive Committee s/he shall: render a statement of the Association's cash account; shall enter regularly, in books of the Association to be kept by him/her for such purpose, full and accurate account of all monies received and paid by on account of the Association; and, at all reasonable times, exhibit the books and accounts to any officer of the Association. The books and accounts of the Treasurer shall be audited yearly by a certified auditor.
- (c) S/he shall do and perform all acts and duties incident to the office of Treasurer, subject, however, to the control of the Board of Directors. If the Association hires a bookkeeper, the Treasurer shall be responsible for supervising his or her work.
- (d) The Treasurer shall, on a monthly basis, review the books with the Executive Director and provide financial long-range plans.
- (e) The Treasurer shall be a member of the budget committee and the long-range planning committee.

5 – POWERS AND DUTIES OF THE PARLIAMENTARIAN. The Parliamentarian shall have a complete understanding of the by-laws of the Association and shall act as facilitator during meetings and rule on any procedural issue that may arise.

ARTICLE V – SPECIAL PROVISIONS

2 – FISCAL YEAR. The fiscal year of this Association shall begin on the 1st day of July each year and end on the 31st day of June the following year.

3 – COMMITTEES. The Executive Committee or the Board of Directors may designate one or more committees, and define the duties of such committees. Chairs of committees shall be nominated by the President.

4 – COMPENSATION. No officer of this association shall receive any compensation, direct or indirect, for services rendered to it as such Trustee or officer.

5 – STATEMENT OF PRIMARY PURPOSE AND OBJECT. To create, develop, guide and maintain a strong and permanent appreciation and acceptance of high artistic and cultural standards in Birmingham and its environs, as stated in Section III-Objects paragraph (a), of the Certificate of Incorporation of the Birmingham Art Association.

ARTICLE V AMMENDMENT OF BY LAWS

These by-laws may be amended at any time by affirmative vote of two-thirds of the members of the Board of Directors. Any member of the Association may suggest or propose in writing any amendment to these by-laws and deliver the same to any member of the Executive Committee, who shall present the same for consideration at the next meeting of the Board when the same may be properly considered.

APPENDIX

ITEM 1.

DESIGNATION OF MEMBERS AND GIFTS. Any member who has paid the annual dues applicable to his or her membership classification and, *in addition thereto*, makes a gift or donation to the Association, shall be recognized during the year in which the gift is made as follows:

DESIGNATION OF MEMBER	AMOUNT OF GIFT
1. Sustaining Member	\$ 50.00 - \$ 99.99
2. Patron	\$ 100.00 - \$499.00
3. Donor	\$ 500.00 - \$999.00
4. Benefactor	\$1,000.00 or more

The dues and the gift amounts for the various categories may be changed by a regular vote of the Board of Directors.