

BISMARCK ART AND GALLERIES ASSOCIATION BY-LAWS

Article I - Name

The name of this organization shall be Bismarck Art & Galleries Association ("BAGA").

Article II - Purpose

The purpose and function of BAGA shall be to encourage the work of artists and to promote the development and appreciation of the arts.

Article III – Location

BAGA shall be located at 422 E Front Avenue, Bismarck, ND 58504. The organization may utilize other locations for meetings, special events and fundraising as deemed appropriate.

Article IV – Membership

BAGA Membership is open to any person regardless of race, creed, color, gender, national and ethnic origin upon application to the organization and upon payment of annual dues.

**Section 1

Number of votes

BAGA members in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

**Section 2

Dues

BAGA's Board of Directors shall determine the amount of annual membership dues.

Article V – Meetings

**Section 1

Annual Membership Meeting

The annual meeting of the BAGA membership shall be in June. Notice of the time, date and place shall be given in writing to BAGA members not less than ten (10) days prior to the meeting.

**Section 2

Special Meetings

The President, or a majority of the Board of Directors, may call a special membership meeting. A special membership meeting may also be called by

submission of a signed petition by at least fifty-five (55) percent of the general membership to the President of the Board of Directors. Notice of time, date, place and purpose of a special meeting shall be given in writing to BAGA members no less than ten (10) days prior to the meeting.

**Section 3

Proxies

Any member entitled to vote may vote by proxy executed in writing. BAGA staff will be responsible for the prompt and accurate tally of proxy votes. No proxy shall be valid after the close of the annual/special meeting. A BAGA member may assign their proxy vote, in writing, to any BAGA member in attendance at the annual/special meeting.

Article VI - Governing Body

**Section 1

The Board of Directors

The affairs and property of BAGA shall be managed, controlled and directed by the Board of Directors.

**Section 2

Number of Board of Directors

The Board of Directors shall be elected by the BAGA general membership at the annual or special meeting from a slate of nominees prepared by the current Board and/or a nominating committee. The Board shall consist of a maximum of fifteen (15) members and not fewer than five (5).

**Section 3

Term of Office – Board Members

Board members are elected to serve at-will provided they fulfill board obligations including, but not limited to, meeting attendance, participation in gallery functions, fundraising and committee assignments.

**Section 4

Nomination of Board Officers and Board Members

The Board of Directors and/or Executive Director may submit names for nomination of Board Officers and Board Members. A nominating committee may also be selected by the Board of Directors to prepare a slate of nominees for new Board

positions. All Board of Directors shall be members of BAGA.

**Section 5

Resignation and Removal

A director may resign at any time giving notice to the President of the Board of Directors. A director may be removed from the board, with or without cause, by a vote of the majority of current directors.

**Section 6

Open Positions

The Board of Directors may name interim Board members at any time they feel it necessary to fill open positions, however, those interim Board Members must then be officially elected during the regular Annual Meeting, or during a special meeting.

**Section 7

Regular Board Meetings

Regular meetings of the Board of Directors shall be held monthly, or as determined by the Board.

**Section 8

Quorum

A majority of the Board shall constitute a quorum. A quorum must be in attendance for the Board to vote on any business. A quorum can be obtained with proxy votes from board members not present. Directors may participate in a meeting of the Board by means of a conference call or by other means of communication.

**Section 9

Special Meetings of the Board of Directors

Special meetings of the Board of Directors may be called by the Executive Director, President or by a majority of the Board of Directors with written notice.

**Section 10

Staff

The Board of Directors shall hire the Executive Director who shall serve at the discretion of the Board. The Executive Director shall control the affairs of BAGA in accordance with the policies and directives approved by the Board of Directors and consistent with the mission of BAGA including being

empowered to fill authorized staff positions. The Executive Director will send meeting notices and verify the paid membership data to be accurate. The Executive Director shall be a non-voting member of the Board of Directors and Executive Committee and may attend all meetings at the request of the President of the Board of Directors.

**Section 11

Compensation

Board members shall serve without compensation; however, authorized expenses of any Board member or BAGA member may be reimbursed.

**Section 12

Policies

The Board of Directors and the Executive Director have the responsibility to develop policy. All policies shall be approved by the Board.

**Section 13

Officers and Term of Officers

The officers of the Board shall be President, Vice-President and Secretary, which are elected by the Board. These three Officers along with the immediate Past President, constitute the Executive Committee.

All accounting functions (bookkeeping, budget and monthly financial reports) shall be handled by a contracted CPA, considered to be the BAGA Treasurer.

The new officers shall assume their duties at the first meeting following their election. The officers are elected for a term of two successive years and shall be eligible for any additional term as may be determined by the Board of Directors.

The Executive Committee may handle any issues related to BAGA when the Board of Directors is not in session. This is subject to any restriction or limitations placed on its authority by the Board.

**Section 14

The Duties of Officers

The President shall act as chairperson at the meeting of the Board of Directors and general membership. The President will also facilitate the

implementation of the policies and procedures of BAGA at the discretion of the Directors.

****Section 15**

In the absence of the President the Vice-President shall perform the duties of the President.

****Section 16**

The Secretary will oversee the taking of the minutes and distribution of meeting minutes to the Board of Directors.

****Section 17**

Officers shall have such other duties as directed by the Board of Directors.

Article VII - Amendments

These by-laws may be altered, amended or repealed by a two-thirds vote at the annual meeting or special BAGA Member meeting, provided advance written notice of the consideration of an amendment, alteration, or repeal of these by-laws has been given to BAGA members.

BY-LAW Revisions:

March 1989

May 1995

March 1997

June 2011

March 2018

June 2023