

BISMARCK ART AND GALLERIES ASSOCIATION BY-LAWS

Article I - Name

The name of this organization shall be the Bismarck Art & Galleries Association.

Article II - Purpose

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

Article III – Membership

Membership in the Bismarck Art & Galleries Association is open to any person regardless of race, creed, color, national and ethnic origin upon application to the organization and upon payment of annual dues.

****Section 1**

Number of votes

All paid members shall be entitled to one vote on each matter submitted to a vote of the members.

****Section 2**

Dues

The Board of Directors shall determine the amount of membership dues.

Article IV - General Membership

****Section 1**

General Membership meetings

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

****Section 2**

Duties of Officers

The new officers shall assume their duties at the July meeting following their election. Newly elected officers shall be required to attend meetings during the interim period but voting privileges shall not begin until July 1.

****Section 3**

Special Meetings – General Membership

The president or a majority of the Board of Directors may call a special meeting. A special meeting may

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

****Section 4**

Proxies

Any member entitled to vote may vote by proxy executed in writing. Every member shall receive a proxy statement with the written notice of the annual/special meeting. The secretary and/or treasurer will be responsible for the prompt and accurate tally of proxy voted. No proxy shall be valid after the close of the annual/special meeting. A member may assign their proxy vote, in writing, to any member in attendance at the annual/special meeting.

****Section 5**

Quorum

At least eight (8) Board members in person shall constitute a quorum.

Article V - Governing Body

****Section 1**

The affairs of the Bismarck Art & Galleries Association shall be managed by a Board of Directors.

****Section 2**

The executive committee will handle the routine concerns of 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 3**

The Board of Directors – elected by the general membership – shall consist of a maximum of fifteen (15) members. The composition of the Board shall be President, Vice-President, Secretary/Treasurer, and the immediate Past President, which constitutes the Executive Committee.

****Section 4**

Term of Office – for Officers

The officers are elected for a term of two successive

years. The president shall not serve more than one two (2) year term.

Term of Office – Board Members

Board members are elected to serve at-will provided they fulfill board obligations.

****Section 5**

Nomination of Board Officers and Members

The Board of Directors and Executive Director can submit names for nomination.

****Section 6**

Regular Meetings

Regular meetings of the Board of Directors shall be held monthly.

****Section 7**

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.

****Section 8**

Special Meetings of the Board of Directors

Special meetings may be called by the President or by a majority of the Board of Directors. Written notice must be delivered ten days prior to the meeting stating the time, date, place and purpose for which meeting is called. This notice will be mailed to each voting member to the address as it may appear on Association records.

****Section 9**

Staff

The Board of Directors may hire the Executive Director who shall serve at the discretion of the Board. The Executive Director shall be empowered to fill authorized staff positions.

****Section 10**

Compensation

Directors shall serve without compensation; however, authorized expenses of any Director or member may be paid.

****Section 11**

Policies

The Board or its designee has the responsibility to

develop policy. All policies shall be approved by the Board.

Article VI

Officers – The Duties of Officers

****Section 1**

The President shall act as chairperson at the meeting of the Board of Directors and general membership and facilitate the implementation of the policies and procedures of the Association at the discretion of the Directors.

****Section 2**

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

****Section 3**

The Secretary/Treasurer will oversee the taking of the minutes, the sending of meeting notices, and certification of official paid membership list. The Secretary/Treasurer will oversee the financial budgeting and record keeping.

****Section 4**

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

Article VII

Amendments

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

By-law revisions:

March 1989

May 1995

March 1997

June 2011