

# BYLAWS OF PINE SHORES ART ASSOCIATION

July 13, 2016

**SECTION 1. PURPOSE** Pine Shores Art Association is organized (1) to provide educational opportunities for the artistic, cultural and social development of the membership and of the community at large; (2) to provide informative programs and instruction in various art mediums to the public; (3) to encourage and provide assistance to artists of all skill levels no matter their age, race, sex or creed; (4) to display art in our gallery and in public places to increase an awareness of art and art appreciation for the public; (5) and shall be operated and organized exclusively as an educational and charitable organization within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

**SECTION 2. BOARD OF TRUSTEES** The activities of the Corporation shall be managed by the Board, which shall consist of trustees. Two of the trustees shall be past Presidents; a third shall be elected from the membership at large at the annual meeting. Committee Chairpersons. shall be appointed by the President and shall be trustees. Trustees have the responsibility to review policies, procedures and projects to ensure full compliance with IRS regulations 501 (c) (3) and all state laws and regulations. They shall cause financial records to be audited annually and approve or take action to ensure their correctness. Trustees holding more than one position will only have one vote. This Board shall meet monthly.

**SECTION 3. MEMBERS** Membership shall be open to all artists as well as non-artists upon payment of annual dues without regard to race, color, religion, national origin, sex or age. Members can serve on committees, participate in classes, hold office, vote on official matters, and vote on candidates for the Board. Any applicant or member may be denied membership if the Board, by majority vote, declares said member or applicant has acted in a manner detrimental to the orderly and proper function of the corporation. Such action will be governed by principles of non-discrimination as stated above.

**SECTION 4 NOMINATING COMMITTEE** The President, with the advice and consent of the Board, shall appoint a nominating committee of one trustee and two members in September who will present a slate of officers to the Board in October. The Board will present the slate to the members who will vote in November; new officers will be installed by the outgoing President and preside at the annual January meeting. The "at large" trustee shall be elected at the annual meeting.

**SECTION 5. ANNUAL MEETING OF MEMBERS AND TRUSTEES** The annual meeting of members for the installation of trustees and officers and such other business as may come before the meeting shall be held on the first Monday of January of each year upon not less than ten nor more than sixty days of written notice of the time, place and purpose of the meeting as specified in written notice.

**SECTION 6. SPECIAL MEETINGS OF THE MEMBERS OF THE BOARD** Special meetings of the Board may be called by the members upon not less than ten or more than sixty days notice given by mail/email to the Board. Special meetings of the members of the Board for any purpose or purposes may be called at any time by the President or by any three of the trustees. Such meetings of the trustees shall be held upon not less than two days notice given personally or by telephone, or upon not less than four days notice given by mail/email. Notice of an adjourned meeting need not be given if the time and place are fixed, and if the period of adjournment does not exceed ten days in any one adjournment.

**SECTION 7. QUORUM** A majority of the Trustees shall constitute a quorum thereof for the transaction of business. Fifteen (15) percent of the members shall constitute a quorum at a membership meeting. The act of the majority of those present at a meeting at which a quorum is present shall be the act thereof (except that the act of a majority of the entire Board shall be required with respect to any amendments to the by-laws or the Certificate of Incorporation).

**SECTION 8. EXECUTIVE BOARD** Shall consist of the President, Vice-President, Secretary, and Treasurer, all elected by the members to serve one-year terms.

1. President shall be the Chief Executive Officer of the Corporation, have general charge and supervision over, and responsibility for, the affairs of the Corporation; shall preside at all meetings of the members and at all meetings of the Board. The President may enter into and execute in the name of the corporation contracts or other instruments not in the regular course of business, which are authorized, either generally or specifically, by the Board. The President, with the concurrence of the Board, may approve expenditures necessary to the conduct of the corporation business; may delegate from time to time, to any other officer, any or all such duties and authority; may not serve more than two consecutive terms, but may serve again in the future.
2. Vice President shall have such duties and possess such authority as may be delegated by the President, and coordinate the program agenda for monthly meetings.
3. Recording Secretary shall keep minutes of all meetings and maintain accurate files related to these activities.

Corresponding Secretary, appointed by the President, shall receive and prepare official correspondence and maintain accurate files related to these activities

4. Treasurer shall have the custody of all funds and securities of the corporation and shall keep accurate records of incoming funds and expenditures. Further, the Treasurer shall have the authority to set up necessary bank accounts, deposit and withdraw moneys therefrom, and balance accounts at the end of each month. The Treasurer will prepare and read a financial report at each monthly meeting which will be approved by the membership, file all reports to the state and federal governments. The Treasurer will prepare the annual budget reflecting income and expenditures for the fiscal year which will be provided to members at least ten days prior to the annual meeting.
5. In the event an officer cannot fulfill his/her duties, Executive positions may be shared.

An Assistant Treasurer, appointed by the President, shall act in the absence or disability of the Treasurer.

**SECTION 9 COMMITTEES OF THE BOARD.** The President, by resolution approved by a majority of the entire Board, may appoint from the membership one or more committees, provided that each committee shall be advisory, shall not bind the Board or the Corporation and shall be subject to Board approval. Each committee to the extent provided in the resolution shall have and may exercise the authority of the Board. No such committee shall make, alter or repeal any by-law of the corporation; elect, appoint, or remove any officer or trustee; submit to members any action that requires the approval of members; or amend or repeal any resolution previously adopted by the Board.

The Board, by resolution adopted by a majority of the entire Board, may fill any vacancy in such committee; appoint one or more persons to serve as alternate members of any such committee, to act in the absence or disability of members of any such committee with all the powers of such absent or disabled members of a committee; abolish any such committee at its pleasure; or remove any members of such committee at any time, with or without cause.

1. Membership - Keep updated records of membership roster, collect dues. introduce and welcome new members, and provide information to interested people about the corporation.
2. Education - In conjunction with the Vice-President, make contacts with professional artists to set up workshops and classes. Provide membership with information on scheduled events for registration, keep accurate records.  
Secure art historians for the quarterly Library lectures; secure artists to hang artwork in Library.  
Provide registration collect fees, communicate with families and keep accurate records of children's classes; design the curriculum.

3. Registrar - Shall provide registration, collect fees and keep accurate records of classes
4. Publicity - Shall notify all news media of corporation activities and keep accurate records of same.
5. Newsletter - Prepare a monthly publication for membership with current events and related news.
6. Hospitality - Be responsible for kitchen activities at each meeting and other functions as required.
7. Historian – Shall collect and organize news articles and notices pertaining to the Corporation.
8. Gallery Director – Responsible for receiving and hanging of all exhibits, including selecting and overseeing Artist of the Month shows. Keep maintenance committee aware of gallery needs. Choose show Judges.
9. Volunteers – Schedule monitors for Do Your Own Thing and POP program; keep lists of volunteers for various positions/committees within the organization
10. Fundraising – For Art Patron Show - Coordinate with co-chairs (one for Artists, one for Patrons); conduct committee meetings from January through August; preside at the Gala
11. Grants - Shall identify sources of grant funding; complete and submit applications; monitor grant programs; and, submit final documentations. -
12. Special Committees - Shall consist of Nominating, special projects and any other committee deemed necessary by the Board. These are set up and terminated by the Board at the completion of their assigned goals.

**SECTION 10. COMPENSATION** Neither members, trustees nor officers shall receive any fee, salary or remuneration of any kind for their services as such, provided, however, the trustees and officers may be reimbursed for reasonable expenses incurred with approval of the Board upon presentation of vouchers.

**SECTION 11. DUES** Persons applying for membership shall pay the required dues at the time of joining and thereafter dues shall be paid annually at the beginning of each fiscal year. Members joining and paying their dues in November or December will be considered paid for the subsequent fiscal year. Delinquent dues shall forfeit the member's privilege to vote, hold office, or receive the monthly newsletter. Dues shall be reviewed annually by the Board, approved at the November membership meeting and if there is a change, the change will become effective January 1.

**SECTION 12. Fiscal YEAR** The fiscal year of the Corporation shall be January 1 to December 31.

**SECTION 13. OPERATION OF GALLERY** The gallery shall be used exclusively for hanging of various art mediums to be viewed by members and the public. Our objective is to foster an appreciation of art and art trends for the public. In compliance with provisions of Internal Revenue Code 501 (c) (3), no sales of paintings will be permitted from the Gallery.

**SECTION .14. FORCE AND EFFECT OF BYLAWS** These bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act and the Certificate of Incorporation as they may be amended from time to time. If any provision in these by-laws is inconsistent with a provision of the Act or the Certificate, the provision of the Act or Certificate shall govern to the extent of such inconsistency.

**SECTION 15. AMENDMENT TO BYLAWS** The bylaws may be altered, amended, or repealed by the members or the Board provided that written notice of such change be provided to the membership not less than 10 days prior to the meeting at which such change is to be voted upon.

**SECTION 16. DISSOLUTION** Upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any trustee or officer of the corporation, but shall be distributed as the by-laws may direct in accordance with law, provided, however that the distribution must be to another organization exempt under the provisions of Section 501 (c) (3) of the US Internal Revenue Code or to the United States a State or a Local Government for a public purpose.

These by-laws are the fifth edition and represent a complete revision, approved by the Board on July 13, 2016.