

# **BYLAWS**

## WESTPORT ART GROUP INC.

Voted by the Executive Board February 9, 2023

**Article I. Name:** The Organization shall be known as the Westport Art Group Incorporated.

**Article II. MISSION:**

The mission of the Westport Art Group is to stimulate and promote the creation, appreciation, and enjoyment of the Arts and Crafts. The organization seeks to accomplish this mission for its members and the community through offering classes and workshops, sponsoring exhibits and events, and collaborating with other non-profit organizations. .

**Article III. Members:**

**Section 1.**

- a. Any person interested in joining this Organization must complete, sign, and submit a membership form, and at the same time pay the current amount required for dues.
- b. A former member desiring to rejoin must apply to the Vice President for Membership as a new member. A new membership form must be completed, signed, and submitted along with payment of current dues for the chosen category of membership.

**Section 2.** The Membership Year for this Organization shall be from June first (1st) through May thirty-first (31st).

**Section 3.** The Vice President for Membership shall notify members each May of the full amount of dues payable for the new membership year.

**Section 4.** If dues have not been paid in full by June 1, the Vice President for Membership shall send a reminder notice by September 1 to members who have not renewed their membership.

If dues have not been paid in full by September twentieth (20<sup>th</sup>), the member shall be automatically dropped from the membership roster.

**Section 5.** For those interested in the Activities and Aims of this Organization, the following classes of membership are open. Membership dues amounts for each classification shall be set annually by majority vote of the Executive Board.

**a. Individual:** A member who pays within a fiscal year the amount set as Individual dues by the Executive Board.

**b. Contributing:** A member who pays within a fiscal year the amount set as Contributing dues by the Executive Board.

**c. Sustaining:** A member who pays within a fiscal year the amount set as Sustaining dues by the Executive Board.

**d. Patron:** A member who pays within a fiscal year the amount set as Patron dues by the Executive Board.

**e. Life:** 1) A member who pays within a fiscal year the amount set as Life dues by the Executive Board. 2) A member who has been elected by the Executive Board to this class because of outstanding service, or a financial or material contribution to this Organization. 3) Life members are exempt from annual dues thereafter.

**f. Young artist:** A member between the ages of 14 – 21 who joins as an individual.

**g. Emerging artist:** A member between the ages of 22 – 26 who joins as an individual.

#### **Article IV. Officers**

**Section 1.** The **OFFICERS** shall be a President, Vice President for Educational Programs, Vice President for Membership, Treasurer, and Secretary.

**Section 2.** The **TERM OF OFFICE** for officers and chairs of standing committees shall be for one (1) year or until their successors are elected or appointed.

**Section 3.** Election of Officers:

a. Three (3) months before the Annual Membership Meeting, the President shall announce the appointment of the Chair of the Nominating Committee who shall choose two (2) additional members.

b. Prior to the August Meeting the Nominating Committee Chair will ask the Executive Board Members if they are willing to serve for another term. Board members may be contacted by phone or email if there is no meeting. The Nominating Chair shall present the openings of the Officers to the Board and those agreeing to take another term. The Nominating Chair will ask for suggestions for nominees, then contact the nominees and invite them to consider and accept the nomination. The Nominating Chair will prepare the slate of officers for the Annual Meeting.

c. At the Annual Membership Meeting, the Chair of the Nominating Committee shall present the slate of Officers nominated for the coming year. The Nominating Committee Chair shall preside during that portion of the meeting unless s/he is on the proposed slate. In such case, the Chair of the Nominating Committee shall recuse her/himself and a member of the Nominating Committee not on the proposed slate shall preside. The presider shall ask for nominations from the floor. If there are no nominations from the floor, the presider shall ask that the Secretary cast one ballot for the slate as presented. If there are nominations from the floor and when properly seconded, the vote shall be by secret ballot. Decisions shall require a majority vote of members present and in good standing.

d. The new Officers shall take office and assume responsibilities immediately following the Annual Membership Meeting.

**Section 4:** Duties of the Officers:

a. The **PRESIDENT** shall be the official representative of the Westport Art Group and shall, with the Executive Board, be responsible for implementing the mission of the organization. The President shall conduct and preside at all meetings; nominate Committee Chairs subject to confirmation by majority vote of the Executive Board; oversee fundraising, outreach, and public relations; and coordinate all activities of the organization.

b. The **VICE PRESIDENT FOR EDUCATIONAL PROGRAMS** shall plan, develop, schedule and evaluate classes and workshops; work with the Adult and Youth Education Coordinators and the Treasurer to recruit, appoint and negotiate contracts with instructors.

c. The **VICE PRESIDENT FOR MEMBERSHIP** maintains the WAG membership database; notifies members for renewal prior to the membership year; records the membership category, contact information, and volunteer interests of each member; conducts all membership correspondence; reports membership data to the Executive Board; and coordinates efforts by the Executive Board to recruit new members.

d. The **TREASURER** shall maintain the financial records of the organization, deposit and record all receipts, pay and record all bills of the organization, subject to the authorization of the Executive Board. The Treasurer shall prepare and present a monthly statement of finances to the Executive Board and an annual statement to the Annual Meeting. The Treasurer shall ensure that the organization receives and maintains all legally-required permits and licenses, and shall oversee submission of legally-required financial reports, returns, and payments

e. The **SECRETARY** provides minutes of official business at meetings of the Executive Board; revises minutes to provide corrections made by the Executive Board; asks questions during meetings to clarify points being offered by members and the wording of motions; records motions and the outcome of motions; distributes a copy of minutes to all members of the Executive Board; maintains a permanent file of all minutes of meetings of the Executive Board. The Secretary shall be responsible for communications as directed by the President.

## **Article V. Meetings**

### **Section 1. Quorums:**

The quorum for a meeting of the Executive Board shall be 50% of Board members eligible to vote. The quorum for the annual meeting or other general membership meeting shall be 10% of members eligible to vote.

### **Section 2. Voting:**

Majority voting on motions, elections, and other actions shall be required for adoption, unless otherwise specified in these Bylaws, as, for example, in changes to these Bylaws.

### **Section 3. Voting eligibility:**

Persons holding the elected positions (President, Vice Presidents, Treasurer, Secretary) at the time of the meeting, and all persons currently serving as appointed Committee Chairs at the time of the meeting, shall be eligible to vote on all actions considered by the Executive Board.

In general meetings, all members in good standing, with dues paid through the date of the general meeting, shall be eligible to vote.

In both cases, each eligible voter shall be entitled to one vote in each balloting.

#### **Section 4.**

The intention of the organization is to achieve transparency, shared deliberation, and shared governance. Notice to all members shall be given at least ten (10) days prior to any such meeting. The date and time of the meetings shall be set by the Executive Board, subject to the provisions of sections 5 and 6.

#### **Section 5.**

The annual meeting of members shall be held in October and shall be held in the WAG building in Westport unless the Executive Board specifies a different location or an electronic format such as meeting online or voting by email.

#### **Section 6.**

A SPECIAL MEETING may be called at any time by the President, or at the request of a majority of the Executive Board, or upon written request of twenty-five (25) members eligible to vote. Notice to all members shall be given at least ten (10) days prior to any such meeting.

### **Article VI. Executive and Advisory Boards**

**Section 1:** There shall be an Executive Board which shall consist of all current elected officers and current appointed Chairs of committees.

**Section 2.** Executive Board meetings shall be held monthly unless a majority of the Executive Board votes an exception.

#### **Section 3. Vacancies**

Should a vacancy occur on the Executive Board, the President shall nominate a replacement with the appointment voted by a majority of the Board.

#### **Section 4. Resignation and Removal**

Any Executive Board Member may resign by delivering a written resignation to the Executive Board or to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any member of the Executive Board may be removed from office with or without cause by the affirmative vote of a two-thirds majority of the members.

**Section 5.** Any member in good standing may attend an Executive Board meeting but shall not be entitled to vote. Members shall be notified of each Executive Board meeting during the year.

### **Article VII. Committees**

**Section 1:** Committees:

The Chairs of Standing Committees and Chairs of Temporary Committees shall be appointed by majority vote of the Executive Board. Each Chair may appoint her/his own committee and/or ask for volunteers. Additional Committees may be created by majority vote of the Executive Board.

**Section 2. Standing Committees**

Adult Education

Youth Education

Exhibits and Events

Displays and Hanging

Scholarships

Communications

Buildings and Grounds

**Section 3.** No Officer or Committee, nor any member, shall expend funds of this Organization, except as have been approved by the Executive Board. Any expenses over and above routine costs must be approved by the Executive Board prior to expenditures.

**Section 4.** The Fiscal Year for this Organization will be from October first (1st) through September thirtieth (30th).

**Article VIII. Parliamentary Authority**

**Section 1.** Parliamentary Authority for the governing of meetings shall be **ROBERT'S RULES OF ORDER.**

**Article IX. Amendment of Bylaws**

**Section 1.** Any proposed changes in the Bylaws shall be submitted to the Executive Board at least three weeks prior to an Executive Board meeting at which time it shall be discussed and voted upon. Two thirds of the Executive Board members eligible to vote must approve the changes.

**Section 2.** All revisions of the Bylaws approved by the Executive Board shall be communicated to all members in good standing.