

BYLAWS OF THE
VISUAL ARTISTS OF CEDAR HILL

ARTICLE I. – NAME

The name of the Association is Visual Artists of Cedar Hill (VACH), Cedar Hill, Texas, hereinafter called the Association.

ARTICLE II. – ARTICLES OF ORGANIZATION

The Association exists as a not for profit association of its members. Its Articles of Incorporation (No. 800662315) and these bylaws, as from time to time amended, shall collectively be known as the “articles of organization.”

ARTICLE III. – OBJECTIVES

The objectives of the Association are as follows:

- a. To promote and enhance appreciation of the visual arts in Cedar Hill and the surrounding communities.
- b. To provide opportunities for visual artists to meet, encourage, inspire, motivate and challenge each other, and share ideas, resources, and interests.
- c. To provide opportunities for artists to learn more about various methods and materials used in creating works of visual art.
- d. To support exhibits and shows of member’s artwork in the community.

ARTICLE IV. – BASIC POLICIES

The following are basic policies of the Association:

- a. The Association shall be noncommercial, nonsectarian, and nonpartisan.
- b. The name of the Association or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objectives of the Association.
- c. The Association shall not directly or indirectly participate or intervene (in any way, including the publishing or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.
- d. In the event of the dissolution of the Association, its assets shall be distributed to a local governmental entity or another compatible IRS Section 501(c)(3) organization in a manner determined by the Board of Directors.

ARTICLE V. – MEMBERSHIP AND DUES

Section 1. Membership in the Association shall be made available to any individual who subscribes to the objectives and basic policies of the Association, without regard to race, religion, sex, color, creed, national origin, handicapping conditions, or limited English proficiency. The Board of Directors may establish classes of membership as they see fit; unless otherwise provided by the Board of Directors, a membership of any class shall have only one vote.

Section 2. Dues shall be established by the Board of Directors and payment is required for membership.

Section 3. Only members in good standing of the Association shall be eligible to vote, serve in any of its elective positions, serve on a standing committee, or serve as chairman of a standing committee.

ARTICLE VI. – GENERAL MEMBERSHIP MEETINGS

Section 1. Meetings of the general membership of the Association shall be held monthly at least eight (8) times a year.

Section 2. Special meetings of the general membership may be called by the Board of Directors.

Section 3. A quorum shall consist of the lesser of 30 percent of the membership of the Association or twelve members.

ARTICLE VII. – OFFICERS

Section 1. The officers of the Association shall be President, Vice President, Secretary, Treasurer, and Immediate Past President.

Section 2. The President shall be the Chief Executive Officer of the Association and shall preside at all of the membership and Board of Directors meetings, actively direct the affairs of the Association, and perform such other duties as directed by the Board of Directors.

Section 3. The Vice President shall assist the President and, in the absence of the President, shall perform the duties of that office.

Section 4. The Secretary shall keep the minutes of all meetings of the membership and of the Board of Directors; shall keep the approved copy of the current bylaws of the Association; shall conduct general correspondence of the Association.

Section 5. The Treasurer shall receive and disburse monies as directed by the Board of Directors; shall keep accurate financial records and produce timely financial statements as ordered by the Board of Directors.

Section 6. The Immediate Past President shall serve as an adviser to the President.

Section 7. Offices may be held by an individual, or jointly by a couple. However, on all votes, the office has only one vote.

Section 8. Terms of office shall be from June 1 through May 31.

ARTICLE VIII. – ELECTION OF OFFICERS

Section 1. A Nominating Committee consisting of a Chairperson and three (3) members shall be appointed by the President in April of each year.

Section 2. The Nominating Committee shall present a slate of candidates for the elected offices to the general membership at the May meeting. Additional nominations from the floor may also be made by the general membership at the May meeting, providing that the consent of the nominee has been secured.

Section 3. If there are no nominations from the floor, the election may be by vote on the slate as nominated by the committee. Offices with more than one candidate shall be separated from the nominated slate and be voted on individually by secret ballot.

Section 4. Elections shall take place at the general membership meeting in May.

ARTICLE IX. – BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the elected officers, the standing committee chairs, and the Immediate Past President.

Section 2. The Board of Directors shall conduct the general business of the Association, approve the

plans of work of the standing committees, and approve the budget of the Association. The day-to-day affairs of the Association shall be managed by the Board of Directors in accordance with its policies, which may change from time to time.

Section 3. The time and place of each meeting shall be fixed by the Board of Directors.

Section 4. For Board meetings, a quorum shall consist of a majority of the Board of Directors.

Section 5. A vacancy occurring in any office shall be filled for the unexpired term by a person appointed by the President and approved by a majority of the Board of Directors. In the case of vacancy in the office of President, the Vice President shall assume the duties of President for the remainder of the term.

Section 6. Should the Board of Directors appoint a licensed attorney to serve as Registered Agent for the Association, that person shall serve as a member of the Board of Directors, but shall have no vote on any matter nor be counted for quorum, unless otherwise elected or appointed to a voting position on the Board of Directors.

ARTICLE X. – COMMITTEES

Section 1. The Board of Directors may appoint standing committees as may be deemed necessary to promote the objectives and to carry out the work of the Association.

Section 2. The chair of each standing committee shall be appointed by the President and shall serve a term of one year.

ARTICLE XI. – FISCAL YEAR

Section 1. The fiscal year of the Association shall begin on June 1 and end on May 31.

Section 2. The Board of Directors shall present an annual budget to be approved by a majority of the general membership in attendance at the May meeting, to be effective the June 1 immediately following. If the annual budget is not approved, then the previous fiscal year's budget will remain in effect until a new budget is approved by the general membership, subject to reasonable modifications which may be made by the Board of Directors as needed.

ARTICLE XII. – PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern the Association in all cases in which they are applicable and in which they are not in conflict with these bylaws.

ARTICLE XIII. – AMENDMENTS TO THE BYLAWS

These bylaws may be amended at any regular meeting of the general membership of the Association by a two-thirds vote of members present, provided that the amendment has been submitted in writing to the President no less than twenty calendar days prior to regular meeting. These bylaws may also be amended at a special meeting of the general membership, if called by the President with the approval of the Board of Directors; the general membership must be provided written notice of the special meeting by United States mail no less than twenty calendar days prior to the date of the special meeting.

These Bylaws were approved by a majority of the Members of the Visual Artists of Cedar Hill on August 12, 2006.

Barbara C. Bailey, Pres.
Presiding Boardmember