



The Southside Art League, Inc. By-Laws

November 11, 2017

TABLE OF CONTENTS

Article I - IDENTIFICATION AND PURPOSE 1

Article II- MEMBERSHIP 1

Article III - MEETINGS 3

Article IV - DUES 3

Article V - BOARD OF DIRECTORS 4

Article VI - OFFICERS 5

Article VII - COMMITTEES 6

Article VIII - PARLIAMENTARY AUTHORITY 6

Article IX - DISSOLUTION OF THE CORPORATION 6

Article X - AMMENDMENTS 6

Article I - IDENTIFICATION AND PURPOSE

Section 1 - NAME

The name of the corporation is SOUTHSIDE ART LEAGUE, INC.

Section 2 - PURPOSE

The purpose of the organization shall be to promote in a friendly pursuit a wider understanding, a deeper appreciation and the advancement of the useful knowledge of fine arts and teaching arts in our community.

Section 3 - GENERAL OFFICE - RESIDENT AGENT

A. The address of the general office of the corporation is:
299 East Broadway, Greenwood, Indiana 46143

B. The resident agent of the corporation shall be the secretary or such person as may be designated by the Board Of Directors.

Section 4 - PLACE OF KEEPING

Except as otherwise provided by the laws of the State of Indiana, by the articles of Incorporation or these by-laws, the books and records of the corporation shall be kept at the principal office of the corporation. The Articles of Incorporation, the Land Contract Agreement and all other legal papers shall be placed in the safety deposit box.

Article II - MEMBERSHIP

Section 1 - ACTIVE MEMBERSHIP

A. Individual- Any person interested may become a member of the Southside Art League, Inc. by filling out an application and paying such annual dues as determined by the Board of Directors. Such members over eighteen years of age shall have voting priv, ileges and shall be eligible to hold office.

B. Family - A family membership may be obtained upon application and payment of such annual dues as determined by the Board of Directors. Such membership includes husband, wife and unmarried children living in the same household. Family members over eighteen years shall have voting privileges be eligible to hold office.

C. Life Membership - Any individual interested in the support and advancement of the corporation may obtain a life membership upon application and donation of \$500.00 or more to the corporation. Life members may have all the privileges of individual members.

Section 2 - CONTRIBUTING MEMBERSHIP

A. Corporate - Any business or civic organization interested in the advancement of the corporation may become a benefactor upon application and an annual donation of \$1 00.00 or more. A corporate membership shall have the privilege of 2 votes and shall be eligible to hold office.

B. Patron - Any person interested in the support and encouragement of the corporation may obtain a Patron membership upon application and an annual donation of \$50.00 or more. A Patron member shall have all the privileges of an individual member.

Section 3 - HONORARY MEMBERSHIP

A. Any distinguished person who is interested in the promotion and encouragement of art and in the welfare of this corporation may be elected as an honorary member when deemed worthy. Such application shall be submitted to the Board of Directors and approved by a two-thirds majority vote of the Board. The term of this honorary membership shall be recommended and approved by the Board of Directors. There are no dues for honorary membership. An Honorary member shall have all other privileges of individual membership.

B. All past Presidents shall become Lifetime Honorary members. Past Presidents shall not be required to pay dues but shall have all other privileges of individual membership.

Article III - MEETINGS

Section 1- ANNUAL MEETING - The annual meeting of the membership shall be held in November of each year at the principal office of the corporation or at such other place as designated by the Board of Directors.

Section 2- SPECIAL MEETINGS - Special meetings of the membership of the Corporation may be held upon call of the Chairman of the Board, a majority of the Board of Directors or upon request of one-third of the membership in good-standing, upon ten days notice specifying time, place and general purpose of the meeting being given to each member through the official publication of the Corporation or by a special mailing for that express purpose.

Section 3- REGULAR MEETINGS - Regular meetings of the Corporation shall be held periodically, on a date decided upon by the Board of Directors.

Section 4- VOTING - Voting privileges are extended to all members in good standing who have fulfilled the requirements of membership as deemed by the Board of Directors. No voting members shall vote in more than one capacity and there shall be no voting by proxy.

Section 5- QUORUM - Twenty members shall constitute a quorum at any meeting of the Corporation.

Article IV - DUES

Section 1- AMOUNT - The amount of annual dues shall be determined by the Board of Directors.

Section 2- PAYMENT OF DUES - Membership is based on the calendar year. All membership dues in the amount specified shall be payable by January 31 of each year.

Section 3- DELINQUENCY - Members shall be notified when dues are payable and dropped from active membership if not paid within ninety days after January 31.

Article V - BOARD OF DIRECTORS

Section 1- SIZE - The corporation shall be governed by a Board of Directors of not less than ten directors. The number of directors shall not be determined by the current Board of Directors.

Section 2- TERM OF OFFICE - The members of the Board of Directors shall serve for one year terms being elected each year at the annual meeting.

A. A Director is not limited to the number of terms he or she may serve consecutively.

B. Vacancies and unexpired terms of Directors shall be filled by a majority vote of the remaining Board of Directors at it's next regular meeting.

C. A Director unable to fulfill his or her responsibility of office and attend meetings with consistency may be removed by a majority vote of the Board of Directors with the resulting vacancy being filled as set forth in paragraph B.

Section 3- METHOD OF ELECTION

A. An election shall be held each year at the annual meeting of the membership.

B. On-third consenting Directors shall be elected annually by the membership at the regular meeting in November. Nominations may be made from the floor and if necessary, election may be by ballot and those receiving the highest number of votes shall be declared elected. The number of Directors to be elected annually may be changed at the discretion of the Board of Directors. Only eligible voting members may make nominations from the floor.

Section 4- MEETINGS

A. The Board of Directors will meet monthly or as the need arises.

B. Five members will constitute a quorum.

Section 5- POWERS AND DUTIES

A. The Board of Directors shall:

1. Have and may exercise all the powers of the Corporation as set forth in the Articles of Incorporation, except in case of dissolution which shall be governed by the rules set forth in Article IX.

2. Have general management of all affairs of the Corporation.

3. Review and approve the budget annually and approve any additional expenditures not included in the budget.

4. Detennine goals and objectives of the Corporation.

5. Establish policies and guidelines for the operation of the Corporation.

6. Authorize all programs or projects sponsored by the Corporation.

7. The President of the Board of Directors, with the approval of the majority of the Directors shall appoint any committees necessary for the functioning of the Board and the Corporation.
8. The Officers of the Corporation shall be a part of the Board of Directors and transact all business between the meetings of the Board.
9. The members of the Executive Committee, when retiring from office, shall deliver to their successors all books, files, etc. pertaining to their respective office.

Article VI - OFFICERS

Section 1 - OFFICERS - The officers of the Corporation shall consist of a President, Vice President, Recording Secretary, Treasurer. These officers shall form the Executive Committee of the Board of Directors.

Section 2- ELECTION AND TERM OF OFFICERS - The officers of the Corporation shall be elected to serve for one calendar year from January 1 to December 31. Officers are to be elected at the general meeting of the Corporation by a majority vote from a paper ballot and a quorum of a minimum of 20 active members. Officers may be reelected for additional terms or positions. A nominating committee appointed by the President and composed of three Board members shall present a slate of names for the positions of President, Vice President, Treasurer and Recording Secretary. Only eligible voting members may make nominations from the floor at the annual meeting. Vacancies shall be filled by a majority vote of the Board of Directors.

Section 3- REMOVAL - Any officer of the Corporation may be removed by a vote of the majority of the Board of Directors then in office.

Section 4- DUTIES

A. **PRESIDENT** - The President shall serve as President of the Board Of Directors and preside at all meetings and appoint committees and chairpersons of committees. The President is an ex-officio member of all committees and shall give signature when necessary.

B. **VICE PRESIDENT** - The Vice President shall assist the President and in the absence of the President, preside and perform the duties of President. If a Vice President is not willing to perform the duties of President during his or her absence or when circumstances make it necessary to assume the Presidency, the Vice President should resign from office.

C. **RECORDING SECRETARY** - The Recording Secretary shall keep an accurate record of all proceedings of the meetings of the Corporation and the Board of Directors.

D. **TREASURER** - The Treasurer shall have custody of all funds of the Corporation, to disburse all monies as the Board of Directors may dictate, provide a monthly report and submit it to the Board of Directors for approval. The Treasurer shall file Federal and State reports to meet annual filing dates. The treasurer may make electronic payments as authorized by the board. At least one other officer shall have signature privileges.

All officers shall be required at the end of their term of office to furnish a written report to the Board of Directors.

Article VII - COMMITTEES

Section 1 - All standing committees and special committees as shall be required are to formulate standing rules or regulations, which are approved by a majority vote of that committee to be followed for their various functions. These regulations or rules shall not conflict in any way with the League by-laws and reflect the interests and objectives of the Corporation.

Committee chairpersons shall be appointed by the President with the approval of the Board of Directors. Committee chairpersons are not required to be members of the Board of Directors but may be a member of the Board of Directors.

Section 2 - All committee chairpersons are required to present periodic reports of their activities to the President and Board of Directors including a financial summary of their income and expenses.

Article VIII - PARLIAMENTARY AUTHORITY

Section I - Robert's Rules of Order Newly Revised shall govern this corporation in all cases in which they are applicable and in which they do not conflict with these by-laws.

Article IX - DISSOLUTION OF THE CORPORATION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of by the Circuit Court of Johnson County, Indiana, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized exclusively for such purposes.

Article X - AMMENDMENTS

Section I - The By-Laws may be amended at any regular meeting of the League by two-thirds vote of a quorum of eligible voting members present, providing the revisions and/or amendments have been read at a previous meeting or published in the Palette Patter or in a specific letter to the membership a month preceding a regular meeting.

AMMENDMENTS: March 14, 1984

1. The Maintenance Fund established by the League shall be used towards the purchase of a permanent home for the League. It shall also be used to maintain and improve the current home of the Southside Art League.
2. The Southside Art League, Inc. , shall open and set up a separate account for the purpose of purchasing a building for the Southside Art League, Inc. It shall be called a BUILDING FUND and shall be administered by the Board of Directors.

AMMENDMENTS: November 11, 2017

1. PAYMENT OF DUES - Membership was changed to be based on the calendar year. All membership dues in the amount specified shall be payable by January 31 of each year.
Section 3- DELINQUENCY - Members shall be notified when dues are payable and dropped from active membership if not paid within ninety days after January 31.
2. TERM OF OFFICE - The members of the Board of Directors shall serve for one year terms being elected each year at the annual meeting.
3. TREASURER - The Treasurer shall have custody of all funds of the Corporation, to disburse all monies as the Board of Directors may dictate, provide a monthly report (Deleted- make an audited report at the annual meeting and annually compile a budget) and submit it to the Board of Directors for approval. The Treasurer shall file Federal and State reports to meet annual filing dates. The treasurer may make electronic payments as authorized by the board. At least one other officer shall have signature privileges.