



Established June, 1962  
Revised March 20, 1963  
Revised June 16, 1965  
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Revised February 15, 2017  
Current revision date will be added  
here when these are ratified

**The mission of the Whitewater Valley Arts Association is to educate, encourage, and inspire the citizens of the Whitewater Valley through the arts.**

## **ARTICLE I. NAME**

The name of the corporation is  
**THE WHITEWATER VALLEY ARTS ASSOCIATION, INC.**

## **ARTICLE II. CORPORATE PURPOSE**

The Whitewater Valley Arts Association (hereinafter "Association") shall be a nonprofit corporation under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

The specific objectives and purpose of this organization shall be:

- a. To promote interest in, to develop an appreciation for, and to encourage education in the various phases of the arts.
- b. To establish and operate a suitable facility to pursue the above named objectives.

## **ARTICLE III. MEMBERSHIP**

### **Section 1. Eligibility for Membership**

Membership is open to artists, patrons and supporters of the arts. Membership forms shall be available at the gallery and on the WVAA website. Upon acceptance of the application by the Membership Committee, and payment of dues, the applicant will be considered to be a member of the Association.

All members will be entitled to the following benefits of membership:

- a. Free admission to and use of the physical facilities of the Association when such admission and/or use does not interfere with the good of the Association, and when it meets with the general scheduling of the Association as established by the Board of Directors.
- b. Attendance at "membership only" activities such as premiere showings, membership exhibits, and special programs.
- c. All regular publications and announcements issued by the Association without charge.
- d. Ability to vote at any regular or special meeting of the Association. Only members age 18 or older are entitled to vote.
- e. Reduced fees for classes, workshops and exhibits.

## Section 2. Individual Artist Membership

An Individual Artist Member shall have an interest in the objectives of the Association and shall be actively engaged in the promotion of some phase of the arts. He/she will be entitled to all members benefits.

## Section 3. Student Artist Membership

A Student Member will have the art interests of an Individual Artist Member and shall be entitled to all membership benefits. A Student Member must be enrolled as a full-time student in a grade school, junior/middle school, high school, or college/university. Student members will receive discounted membership fees.

## Section 4. Family Membership

- a. A family membership includes all members of the immediate family living in the same household.
- b. All members of the family will be entitled to member benefits. Each family member has voting privileges at the Association's General Meetings.

## Section 5. Business/Group Membership

A group or business may obtain a membership. Membership levels will be set by the Board. Fees for different levels will be set by the Board.

- a. Business/group members will be entitled to membership privileges. Each Business/Group is entitled to a single vote at the Association's General Meetings.
- b. Special recognition will be given for each Business/Group membership level.

## Section 6. Dues

The amount of the annual dues for each type of membership shall be established by the Board of Directors. The dues shall be due on January 1 of each year and shall cover the ensuing twelve months.

# ARTICLE IV. MEETINGS OF MEMBERS

## Section 1. General Meetings

The general membership meetings of the Association will be held the third Wednesday of every month. The meetings shall be conducted according to Robert's Rules of Order.

## Section 2. Annual Meeting

The annual meeting of the Association will be held in October of each year at the general membership meeting.

## Section 3. Special Meetings

Special meetings may be called by the Board President or a simple majority of the Board of Directors.

## Section 4. Notice of Meetings

Notice of all meetings will be given prior to meetings in appropriate forms of communication to all members. This may include the newsletter, email, mail, telephone or other digital forms.

## Section 5. Quorum

A quorum for a meeting of the general membership will consist of at least 10% of the membership.

## Section 6. Voting

All issues to be voted on shall be decided by simple majority vote of those present at the meeting in which the vote takes place unless otherwise stated in these bylaws.

# ARTICLE V. BOARD OF DIRECTORS

## Section 1. Nomination of Board of Directors

At least sixty (60) days prior to the October Annual Meeting, the President shall announce a nominating committee of three (3) active members who shall be nominated by and elected by the general membership. The nominating committee shall prepare a report of their recommendations of candidates for Directors for the ensuing year. This committee shall present a slate of candidates at the general meeting preceding the annual meeting. Nominations for Board of Directors may be presented from the floor at the annual meeting to be considered along with the report of the Nominating Committee. Nominees must have been members for at least one year.

## Section 2. General Powers

The affairs of the Association shall be managed by its Board of Directors. The Board of Directors shall govern, have control of, and be responsible for the affairs and property of the Association.

## Section 3. Board Meeting Procedure

Board meetings shall be conducted according to Robert Rules of Order.

## Section 4. Number, Tenure, Requirements, Qualifications

- a. A Board of nine Directors shall be chosen from the active membership.
- b. Three Directors shall be elected annually at the annual meeting to serve a three year term with three Directors rotating off the Board each year.
- c. If more than three nominations are presented for Director seats, a secret ballot shall be taken; otherwise, the election may be determined by a voice vote.

## Section 5. Quorum/Voting

- a. A majority of the Directors shall constitute a quorum for any meeting of the Board of Directors.
- b. A simple majority of the members of the Board of Directors present at a meeting shall be sufficient to pass a motion.
- c. If an item for consideration should need to be addressed between meetings, Board members may be contacted by phone call, email, text message or any other form of

communication to submit a vote. A quorum of members is still required for an official vote.

## Section 6. Meetings

The Board of Directors shall meet upon the call of the President.

## Section 7. Vacancies

When a vacancy occurs on the Board of Directors, it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors. The Director elected to fill the open position will only serve the remaining term of the vacated seat.

# ARTICLE VI. OFFICERS

The officers of the Board shall be the President, Vice-President, Secretary, and Treasurer.

## Section 1. Election of Officers

- a. The Board officer positions shall be filled only by active members of the Board.
- b. These positions will be filled by a nomination and election by active members of the Board at the December Board meeting and shall begin their term in January.

## Section 2. President

- a. The President shall preside at all meetings of the Board of Directors.
- b. He/She shall have general direction of all other officers of this corporation and see that their duties are properly performed according to the bylaws of the Association, local ordinances, state and federal laws.
- c. He/She shall prepare a "President's Book" containing agendas, minutes, committee reports and financial reports from the Board meetings and general membership meetings. This shall be filed at the end of the year in the permanent archives.

## Section 3. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the President's absence. He/she shall assist with the President's duties as needed.

## Section 4. Secretary

The Secretary shall attend all Board and general meetings where he/she will record all votes and minutes of all proceedings to be kept in a book or file for that purpose. The Secretary shall perform all official correspondence from the Association and the Board of Directors as may be prescribed by the Board or the President. The Secretary's reports shall be included in the President's book at the end of each year.

## Section 5. Treasurer

The Treasurer's duties shall be to:

- a. Present an accurate report of the finances at each meeting of the members and the Board of Directors;
- b. Maintain the funds of the Association according to generally accepted accounting principles

- and current laws while working with the Association's accountant;
- c. Perform such other duties as may be prescribed by the Board of Directors under whose supervision he/she shall be.

## Section 6. Vacancies

The Board of Directors shall fill any officer vacancy by electing from within the Board a member to fulfill the office for the unexpired term of the office.

# ARTICLE VII. COMMITTEES AND STAFF

## Section 1. Committee Formation

The Board President shall appoint all committee chairs and co-chairs. The appointments shall be announced at the January general membership meeting. The Board shall approve all committee appointments. The President may create committees as specific needs or occasions require.

## Section 2. Finance and Development

The committee shall consist of two separate subcommittees. Each subcommittee shall assist the officers and the Board in matters pertaining to managing the Association funds.

### A. The Finance Subcommittee shall:

1. Assist in the preparation of the annual budget
2. Assist in an annual audit of the Association's accounts
3. Manage and establish the Association's accounts. This shall include:
  - a. General Fund
  - b. Emergency/Rainy Day Fund
  - c. Operations Reserve Fund
  - d. Committee Fund
  - e. Escrow Account
  - f. Grant Fund

Emergency and Operations Funds are to be held in high yield accounts. Surplus funds and interest are to be transferred to the General Fund.

The subcommittee shall consist of five members from the general membership and the board. The treasurer shall be a member of the subcommittee, but shall not be the chairperson.

### B. The Development Subcommittee shall:

1. Develop a strategic growth plan for the Association;
2. Assist in preparation of the annual budget as it reflects future capital and investment needs;
3. Develop a strategic fundraising plan. This shall include:
  - a. Annual giving
  - b. Planned and deferred giving
  - c. Corporate giving and sponsorship
  - d. Fundraising for capital expenditures

The subcommittee shall consist of at least seven members from the general membership and the Board. The treasurer shall be a member of the subcommittee, but shall not be the chairperson.

### Section 3. Exhibits

The Exhibits Committee will schedule, plan, and execute all exhibits held with respect to the mission statement and goals of the Association.

### Section 4. Facilities

The Facilities Committee will monitor the maintenance of the buildings and grounds of the Association. This will include on-going maintenance and supply replenishment along with looking toward future building needs and projects.

### Section 5. Membership

The Membership Committee will be responsible for keeping an accurate membership list. They will also be responsible for notifying current members and any prospective members when membership dues shall be paid/renewed.

### Section 6. Program and Education

The Program and Education committee will create and present programs to promote the Association's mission and educate the members and the public about the arts. They will oversee and coordinate:

- a. Workshops
- b. Classes
- c. Discussion groups
- d. Video presentations
- e. Guest speakers
- f. Demonstrations

### Section 7. Publicity

The Publicity Committee shall publicize the activities and accomplishments of the Association to its members and to the general public by all means available to educate, encourage, and to inspire the membership and citizens of the Whitewater Valley through the arts.

### Section 8. History

The History Committee is responsible for maintaining the permanent collection, its records and the archives. The archives will include the President's book and a Scrapbook containing articles, announcements, flyers, programs, etc., pertaining to the association and its members' activities. It is the History Committee's responsibility to create and update these scrapbooks.

### Section 9. Bylaws

The Bylaws Committee shall conduct an annual review of the bylaws of the Association. The committee shall report to the Board the results of the review. They shall make recommendations for amendments if needed.

## Section 10. Administrative Assistant

The Board may propose the hiring of qualified paid staff. The hiring process must be announced at a general membership meeting. Once a qualified candidate is selected by the Board, the candidate shall be announced at the next general membership meeting.

- a. Posting of the position  
The position shall be posted through the current methods of public notice. This includes newspapers in the area served by the Association, the WVAA website and newsletter, and appropriate digital media.
- b. Duties  
The administrative assistant shall be under the direct authority of the Board. The Board shall prepare a list of specific duties. These may include items such as monitoring the building, handling mail, answering the phone, overseeing the website and performing clerical work.
- c. Qualifications  
The Board shall be responsible for determining the required qualifications.
- d. Duties  
The administrative assistant shall not be a Board member. He/she shall not have a vote on the Board or in general membership meetings. He/she shall not have the authority to authorize expenditures beyond those in a budget/account authorized by the Board. He/she shall not have the authority to create policy. He/she shall attend board meetings and present recommendations.
- e. Funding  
The Board shall fund the position in a way consistent with the Association's statement of purpose/mission statement, Association's bylaws and requirements of the 501(c)3.
- f. Reports to the general membership  
The general membership shall be given regular reports on hiring and funding processes through the monthly general membership meetings and the newsletter.

## ARTICLE VIII. FISCAL PROVISIONS

The fiscal year of this Association shall be from January 1 to December 31.

- a. A statement of expected income and expenditures (budget) shall be prepared prior to the start of each fiscal year. The Association's activities shall be budgeted accordingly.
- b. The fiscal operation of this organization shall be conducted upon a cash basis only. No indebtedness for current expenses shall be incurred in excess of cash assets available.
- c. The accrued assets of this organization shall not be pledged at any time as security or collateral for the borrowing of funds.

## ARTICLE IX. CONFLICT OF INTEREST

No member of the Association's Board of Directors or Staff shall derive any significant personal profit or gain, directly or indirectly, by reason of his or her participation with the Association. This shall also include the member's business or other nonprofit affiliations, family and/or significant other, employer, or close associates who may stand to receive a benefit or gain. Each individual shall disclose to the Board President any personal interests which he or she may have in any matter pending before the organization and shall refrain from participation in any discussion or decision on such matter. This is not meant to prohibit the member artists from selling their own art, from accepting awards, or receiving stipends for presenting classes or conducting workshops which are directly related to the Association's mission.

In addition, any member of the Association's Board of Directors or Staff shall refrain from obtaining

any list of clients or donors for personal or private solicitation purposes at any time during their term of affiliation.

Any new member of the Board of Directors shall be given this policy at the time of their election onto the Board of Directors and the policy will be reviewed annually by the Board at a regularly scheduled meeting.

The purposes of this policy are to protect the integrity of the Association and the organization's decision-making process as well as to enable our constituencies to have confidence in the integrity, intentions and actions of the officers, staff, board members and volunteers. To that end, this policy is not meant to supplement good judgment and all constituencies should respect its spirit as well as its wording.

## **ARTICLE X. INDEMNIFICATION**

### **Section 1. General**

To the full extent authorized under the laws of Indiana, the corporation shall indemnify any director, officer, employee, agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

### **Section 2. Expenses**

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### **Section 3. Insurance**

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

## **ARTICLE XI. DISSOLUTION OF ASSOCIATION AND ASSETS**

In the event it becomes necessary to dissolve the Association, the process shall be done in accordance with the goals stated in Article II, Sections 1 and 2.

- a. Under no circumstances should the assets and properties of the Association be divided among the membership.



- b. Intent to dissolve the Association shall be publicly announced in a local paper and notice shall be given to each member by electronic mail, newsletter, or regular mail. Said announcement and notice shall be given no later than thirty days prior to commencement of proceedings to dissolve the Association.
- c. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XII. AMENDMENTS**

The bylaws may be amended/supplemented by 2/3 majority vote at the general membership meeting using the following procedure which spans three monthly meetings of the general membership.

### **Section 1. Bylaws committee**

The process of amending the bylaws shall be overseen by a committee from the general membership. This committee shall be appointed by the President and approved by the Board of Directors.

### **Section 2. Process of Amendments/Supplements**

Amendments may be made to the bylaws through a process which spans three regular monthly meetings of the general membership.

- a. The President appoints a Bylaws Committee from the general membership subject to approval by the Board.
- b. An announcement of intent to amend bylaws shall be made at the first of the three regular membership meetings. This announcement must be accompanied by written copies of the proposed amendments which shall be supplied to each member in attendance. At this time, members shall be asked to submit any changes or corrections to the proposed amendment(s).
- c. A corrected proposal to amend shall be presented at the second of the three regular membership meetings. Printed copies shall again be made available to each of the members in attendance.
- d. The final vote on the proposed amendment(s) shall be taken by a show of hands at the third regular membership meeting. If any additional changes are proposed before the vote is taken, any vote on such proposed changes shall be suspended until the next monthly meeting.
- e. Each phase of the process shall be announced to the membership at least two weeks prior to each meeting in the amendment cycle. These announcements shall be made by all regular forms of communication used to contact the entire membership. These shall include, but not be limited to newsletter, email, regular mail, and telephone committee.

## ADOPTION OF BYLAWS

We, the undersigned, hereby certify the foregoing Bylaws, consisting of \_\_ pages, as the Bylaws of The Whitewater Valley Arts Association.

This constitution adopted the \_\_ day of \_\_\_\_\_ 2024.

President \_\_\_\_\_

Secretary \_\_\_\_\_