



ARTICLE I - NAME

The Name of this Organization shall be:

"THE WHITEWATER VALLEY ARTS ASSOCIATION, INC."

ARTICLE II - OBJECTS

Section 1.

This shall be a non-profit corporation, its purposes benevolent, charitable, scientific and educational, conducive to the well-being of the community and useful to the public.

Section 2.

- a. The objects of this association shall be:
- b. To accept and hold a charter as the Whitewater Valley Arts Association Inc., a corporation, not for profit, organized and existing by virtue of the laws of the State of Indiana.
- c. To promote an interest in, to develop an appreciation for, and to encourage the education in the various phases of the Fine Arts.
- d. To establish and operate a suitable Gallery to pursue the above named objectives.
- e. To acquire property, real and personal, by purchase, gift or otherwise, in order to carry out the functions of the above named Gallery and its operations.
- f. To enter into contracts of rental or lease of properties: for utility services and for such insurance coverage's as deemed desirable and necessary.

ARTICLE III - MEMBERSHIP

Section 1. Gallery Member

A Gallery Member shall have an interest in the objects of the Association. He shall be:

- a. Considered actively involved in the operation of this Association and participating in all of its planned activities.
- b. Entitled to 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 procedures established by the Board of Directors.
- c. Entitled, without charge, to "Membership Only" activities such as Premier Showings, Membership Exhibits, and special programs.
- d. Entitled to such special purchasing or acquisition advantages as may be obtained by the Association.
- e. Entitled to receive, without charge, all regular publications and announcements issued by the Association.
- f. Entitled to one vote at any regular or special meeting of the Association.
- g. Entitled to such other considerations as may be developed by the Association in the pursuit of its objectives.

Section 2. Artist Member

An Artist Member shall have an interest in the objects of the Association and shall be actively engaged in the performance of some phase of the Fine Arts. He shall be entitled to all and the same benefits as designated for a Gallery Member.

Section 3. Student Member

A Student Member shall have the Art interests of an Artist Member and shall be entitled to all such privileges as ascribed to an Artist Member, but he must be enrolled as a full time student in an accredited grade, junior, high school, or college.

Section 4. General

- a. In the event an organization or group of individuals obtains a membership, only one representative of the organization or group may be entitled to membership privileges.
- b. A donation or contribution for the general advancement of the Association's activities (as opposed to a donation for a specific award or purpose), which donation is in excess of the membership fee, shall entitle the donor to a membership with privileges as outlined herein.
- c. Immediate members of an Art Association member's family are expected to share the member's privileges except for voting rights.

Section 5. Application for Membership

Membership in this Association may be obtained by making application to any member of the Association. Such application then to be submitted to the Membership Committee, herein provided, for consideration as to the eligibility of the applicant for such membership. Upon the approval of the Membership Committee of such application, and upon payment of the dues specified, the applicant will be considered a member of this Association.

ARTICLE IV – ORGANIZATION

Section 1. Officers & Directors

- a. A Board of eight (8) directors elected from the active membership shall govern the Corporation.
- b. A majority of the Directors shall constitute a quorum for any meeting of the Board of Directors.
- c. Four Directors shall be elected annually at the Annual Meeting to serve a two-year term.
- d. Directors elected by the Board of Directors, to serve one-year terms, shall fill the offices of President, Vice-President, Secretary and Treasurer.
- e. At least sixty (60) days prior to the Annual Meeting the President shall:
Appoint and announce a Nominating Committee of three (3) active members who shall prepare a report of their recommendations on candidates for Directors for the ensuing year. This committee shall present such a slate of candidates at the regular meeting just preceding the Annual Meeting. Nominations shall be left open until the Annual Meeting.
- f. If more than four nominations are presented for Directorships, then a secret ballot shall be taken; otherwise the election may be determined by voice vote.
- g. In the event of a vacancy in the Board of Directors an interim election shall be held to fill the unexpired term only of the Directorship vacated.
- h. Nominations for directors may be presented from the floor, at the Annual Meeting to be considered along with the report of the Nominating Committee.
- i. Each Ex-President shall be an Honorary Director for three years following his term of office and shall be entitled to attend meetings of the Board of Directors but shall have no voting privileges at same.

Section 2. Meetings

- a. The Annual Meeting of this Corporation shall be held in November of each year.
- b. General membership meetings shall be held the third Wednesday of each month.

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

Section 3. Dues

- a. The amount of the annual dues for each type of membership shall be as established by a two-thirds vote of, the eligible voting membership at any regular or called meeting of the membership.
- b. The dues shall be due on January 1 and shall cover the ensuing twelve months.
- c. Members joining prior to the Annual Meeting date shall be charged an amount of dues according to prorated schedule. This sentence will be removed. No proration.
- d. After non-payment of dues for a period of six months after the due date, and after an attempt has been made in good faith to contact the delinquent, all membership privileges shall be suspended until and if the delinquent dues are collected.

ARTICLE V - COMMITTEES

Section 1.

Prior to the next regular meeting after the Annual Meeting each year the new President shall appoint the following permanent committee and shall designate the Chairman or Co-chairmen of each committee:

- Membership
- Publicity
- Program & Education
- House
- Exhibits
- Budget

Section 2.

The President may appoint special committees for specific needs, as such occasions require.

ARTICLE VI - FISCAL PROVISIONS

Section 1.

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

- a. A statement of expected income and expenditures shall be prepared prior to the start of each fiscal year and 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 on behalf of the organization.
- d. Income derived from the use of the Association's physical facilities, or its name, or under its auspices, shall be taxed for the Association at a rate established by the Board of Directors.

ARTICLE VII - AMENDMENTS

Section 1.

These By-Laws may be amended and/or supplemented by a two-thirds vote of the eligible voting membership at any regular meeting of the membership as long as procedures outlined in Section 2 are strictly followed.

Section 2.

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

- a. An announcement of intent to amend bylaws shall be made at the first of the three meetings. This announcement must be accompanied by written copies of the proposed amendment(s) 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).

- b. A corrected proposal to amend shall be presented at the second of the three monthly meetings. Printed copies shall again be made available to each of the members in attendance.
- c. The final vote on the proposed amendment(s) shall be taken by a show of hands at the third meeting. If any additional changes are proposed before the vote is taken, any vote on such proposed changes shall be suspended until the next regular monthly meeting.

Section 3.

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

Section 4.

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, e-mail, regular mail, and telephone committee.

ARTICLE VIII - DISSOLUTION OF ORGANIZATION AND ASSETS

Section 1.

In the event it becomes necessary to dissolve the organization, the process shall be done in accordance with the goals stated in ARTICLE II – Objects Section 2.

Section 2.

Under no circumstances should the assets and properties of the organization be divided among the membership

Section 3.

Intent to dissolve said Organization shall be publically announced in a local newspaper and notice shall be given each member by electronic mail, newsletter announcement, or regular mail. Said announcement and notice shall be given no later than thirty days prior to commencement of proceedings to dissolve said Organization.

Section 4.

Scholarship funds for art students, establishment of an endowment for the arts, grants to area art organizations and museums, and similar endeavors shall be acceptable uses of any Organization assets remaining after dissolution.

