

# **BYLAWS OF MISSOURI ARTISANS ASSOCIATION**

**Approved 2/3/2018**

## **ARTICLE I**

### **Organization**

The name of this organization shall be: MISSOURI ARTISANS ASSOCIATION

## **ARTICLE II**

### **Seal**

The Board of Directors may provide a corporate seal that shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words, "Corporate Seal, Missouri" and any other words or forms designated by the Board of Directors.

## **ARTICLE III**

### **Offices**

The principal office of the corporation in the State of Missouri shall be located in Columbia, Missouri. The corporation may have other such offices, either within or without the State of Missouri, as the business of the corporation may require from time to time. The registered office of the corporation required by The General Not for Profit Corporation Law of Missouri to be maintained in the State of Missouri may be, but need not be, identical from the principal office in the State of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors.

## **ARTICLE IV**

### **Purposes**

This corporation is organized as a support organization for Missouri artisans. To accomplish this purpose, the Missouri Artisans Association shall organize and schedule educational conferences, produce a periodic newsletter, serve as a forum for interaction among Missouri artisans and provide opportunities for the mentoring of artisans.

In order to accomplish the foregoing purposes, and for no other purpose or purposes, this corporation shall have all the powers granted to it by the laws of this State; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

## **ARTICLE V**

## **Board of Directors**

### **Section 1. General Powers**

The Board of Directors shall have the control and management of the affairs and business of this corporation. Such Board of Directors shall only act in the name of the corporation when it shall be regularly convened by the President after due notice of such meeting to all directors. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

### **Section 2. Number, Election and Term**

The affairs of this corporation shall be managed by the Board of Directors which shall consist of not less than seven in number nor more than eighteen or as decided by a vote of the Board of Directors at a meeting where a quorum shall be present. These Board members are to be chosen, to the extent possible, from the five regions of the state, (NE, NW, C, SE, SW) to represent and be accessible to the artists in those areas. Any director may be removed from the Board at any time with or without cause, by a two-thirds vote of the Board of Directors at any meeting of the Board of Directors duly called and convened, when the removal will best serve the interests of this corporation.

The founding Board of Directors shall be appointed by the Incorporator(s). Thereafter, the directors will consist of Juried Artist, Juried Studio, General Members, and Corporate/Gallery Members. All directors shall be elected for a term of three years, with the terms of one-third of the Board members expiring each year. Each director may serve two consecutive three-year terms, and then must leave the Board for a least one year.

### **Section 3. Vacancy**

Any officer or agent elected or appointed by the Board of Directors may be removed by a two-thirds vote of the Board of Directors whenever in its judgment the best interests of the corporation would be served. A vacancy in any office because of death, resignation, removal, disqualification or otherwise which would result in the Board being less than seven in number, may be filled by the Board of Directors for the expired portion of the term. Any vacancy occurring in the Board may be filled by nomination from the President, with the affirmative vote of a majority of the Board at any regular or special meeting of the Board of Directors. Any director so elected shall hold office for the unexpired portion of the term.

### **Section 4. Voting**

Each director shall have one vote and such voting may be done by written proxy. The President will decide a tie vote.

### **Section 5. Meetings**

The President shall - or the President shall appoint - such individual to call regular or special meetings of the Board of Directors. The Board of Directors shall hold a minimum of four meetings per year.

### **Section 6. Notice**

Notice of any regular or special meetings of the Board of Directors shall be given at least five (5) days prior thereto by written or electronic notice (mail, email, telephone, fax) to each Director. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors needs to be specified in the notice of waiver of such meeting.

### **Section 7. Quorum**

A majority of the whole Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

### **Section 8. Manner of Acting**

The act of the majority of Directors present at a meeting of the Directors at which a quorum is present shall be the act of the Board of Directors, except where a larger vote may be required by these bylaws.

### **Section 9. Committees**

The Board may, at its discretion, create standing committees to be elected by the Board. The President shall appoint the chair of and members to those committees which may include, but not be limited to the following.

- Executive Committee
- Nominating
- Fundraisers/Special Events
- Promotion/Publicity
- Website
- Membership
- Jury
- Conference
- Education/Outreach/Scholarship
- Oversight/Advisory (Bylaws, Policies, Audit)
- Other committee as the President, in his or her discretion, deems necessary.

Committees shall be made up of any member in good standing. The President shall be an ex-officio member of any and all committees, and may appoint the vice-president or other to serve in his or her place. The President or his or her appointee shall decide all manner of acting with regard to any of the committees mentioned in this section. A member of each standing committee shall present a report at each regular Board of Directors meetings or shall send a report of committee progress to the President of the Board of Directors before each meeting. The Board shall then determine what, if any, actions should be taken.

## **ARTICLE VI Staff**

### **Section 1. Staff**

The Board of Directors shall have the power to employ an Executive Director. The Executive Director, with the approval of the Board of Directors, shall have the power to employ such additional staff as is deemed necessary to carry out the policies and programs of the Board of Directors. Salary, hours, duties, and other conditions of such employment will be determined by the Executive Director.

## **Section 2. Employee Job Description and Work Guidelines**

A general job description and work guideline for the Executive Director will be prepared by the Executive Committee. A copy shall be filed with the Executive Director and President. All other job descriptions and work guidelines for additional staff will be prepared by the Executive Director and approved by the Executive Committee.

## **Section 3. Expenditures**

Supervision and control of the expenditures and commitments of corporate funds shall be exercised by the Board of Directors, and all transactions, including deposits, withdrawals, and commitment of future expenditures, shall be made with the knowledge and understanding of the Treasurer.

# **ARTICLE VII Officers**

## **Section 1. Number**

The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer and such assistant secretaries, assistant treasurers, or other officers as may be elected or appointed by the Board of Directors. Officers shall be selected from the Board of Directors.

## **Section 2. Election and Term of Office**

The officers of the corporation shall be elected annually by the Board of Directors at the first meeting of the fiscal year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until the successor shall have been duly elected and shall have qualified or until death or until such officer shall resign or shall have been removed in the manner hereinafter provided.

## **Section 3. Removal**

Any officer or agent, elected by the Board of Directors may be removed by a two-thirds vote of the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby.

## **Section 4. Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term. Any vacancy occurring in the Board officers may be filled by nomination from the President, with the affirmative vote of a majority of the Board at any regular or special meeting of the Board of Directors. Any director so elected shall hold office for the unexpired portion of the term.

## **Section 5. President**

The President shall be the principal executive officer of the corporation and shall, in general, have supervising control of the business and affairs of the corporation. The President may sign, with the secretary or treasurer, or any other proper officer, any deeds, mortgages, bonds, contracts, or other instruments which the Directors have authorized to be executed, except in

cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as maybe prescribed by the Board of Directors from time to time. The President shall preside at all meetings of the Directors.

#### **Section 6. The Vice President**

In the absence of the President or in the event that by a majority vote of the Board of Directors it is deemed that the President is unable or refuses to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform other duties as from time to time may be assigned to him by the President, or the Board of Directors. The Vice President shall be the chair of the Nominating Committee.

#### **Section 7. The Secretary**

The Secretary shall - or the Secretary shall appoint such individuals to -: (a) Take all minutes at regular and special meetings of the Board of Directors and make the minutes available to all Directors within 14 days of the closing of each meeting (A copy of all Board minutes must also be posted to the Board Only website area within a timely manner); (b) keep copies of emails regarding official business discussed among all Board Members; (c) see that all notices are duly given in accordance with provisions of these By-laws or as required by law; (d) take care of the correspondence of the corporation and assist with the correspondence of President; (e) keep copies of the corporate records; (f) assist the President with the documentation of the history of the organization through events, programs, media clippings, and archived publications; (f) oversee the tabulation of voting ballots, and (g) oversee all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the office of the Secretary by the President, or by the Board of Directors.

#### **Section 8. The Treasurer**

The Treasurer shall have oversight of and be responsible for the safety and accounting of all funds received, managed, and disbursed by the corporation and the deposit of such moneys in the name of the corporation in such banks or other financial institutions as approved by the Board of Directors; render to the Board of Directors and all the members at their respective annual meeting, and at all other Board of Directors meetings; an account of all financial transactions and the financial condition of the corporation. An audit of the corporation's financial statements may be conducted as deemed necessary from time to time by the Board of Directors. The Treasurer shall work closely with any staff of the corporation to ascertain that appropriate procedures are being followed in the financial affairs of the corporation, and shall perform such other duties as occasionally may be assigned by the Board of Directors. The fiscal year of this organization shall be from July 1 through June 30.

#### **Section 9. Salaries & Expenses**

No officer, director, or committee member shall for reason of the office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer, director, or committee member from receiving any compensation from the organization for duties other than

as director, officer, or committee member. Any officer, director or member who incurs out of pocket expenses on behalf of the corporation shall be reimbursed for same by the corporation.

### **Section 10. Record Keeping**

All officers and committee chairs shall keep accurate files (i.e. activity reports) of the business pertaining to their office and/or committees and deliver such files to the President. The activities and transactions of the corporation shall be kept by the President and/or Secretary and Executive Director, including: copy of the Certificate of Incorporation, Annual Registration Report, a copy of the Bylaws, copy of all policies, minutes of meetings of the Board of Directors, and archived papers of importance to the Corporation. The aforementioned items will also be archived on the BOMH website's Board Member pages.

## **ARTICLE VIII Membership**

### **Section 1. Membership Classes**

The corporation shall have two classes of members as follows: Voting Members and Non-Voting Members. Further qualifications for membership and voting privileges shall be determined by the Board of Directors and shall be reflected in the By-laws, pursuant to the Revised Statutes of Missouri. Neither members, officers, nor directors shall be individually or personally liable for the debts, liabilities or obligations of the corporation.

### **Section 2. Requirements for Membership**

Membership is open to all persons interested in the objectives of the Missouri Artisans Association. Members shall pay dues annually and comply with other such regulations as determined by the Board of Directors.

### **Section 3. Membership Classifications**

- A. Juried Artist Membership: A member in good standing who has been accepted under a Juried process. The Juried artist is entitled to the use of the Best of Missouri Hands Juried Member logo for the work juried in. Any lapse in standing will require a new jury process, and will require the member to cease and desist from using any Best of Missouri Hands Juried Member logo in any of its forms. Juried Artist Members have one vote.
- B. General Membership: A member in good standing. May not use the Juried Member logo. Non-Missouri residents may not vote or hold office, apply for Juried status, or use The Best of Missouri Hands Juried Member logo in promotion or advertising. General Members have one vote.
- C. Juried Studio Membership: Two or more artists collaborating in and working on the same body of work, who are members in good standing, each of whom has been accepted under the Juried process. The Juried Studio is entitled to the use of the Best of Missouri Hands Juried Member logo for the work juried in. Any lapse in standing will require a new jury process, and will require the member to cease and desist from

- using any Best of Missouri Hands Juried Member logo in any of its forms. Juried Studio Members have one vote.
- D. Student Membership: A full-time student. Student members have one vote.
  - E. Art Educator Membership: Arts Educator with a MO Certified Teacher Certificate. Art Educator members have one vote.
  - F. Corporate/Gallery Membership: Organizations, galleries and businesses. Corporate/Gallery Members do not vote.

#### **Section 4. Suspension of Members**

Members shall be removed from the membership roll for non-payment of dues. Dues are good for 12 months from the date paid. The Board of Directors, at its sole discretion, may expel and/or revoke Juried status from any member for conduct prejudicial to the Missouri Artisans Association, its mission, its code of conduct and/or professional organization ethics.

#### **Section 5. Dues and Assessments**

The Board of Directors shall establish the dues and or assessments for membership fees, which may be adjusted accordingly.

#### **Section 6. Meetings**

The membership shall hold an annual meeting each year and special meetings as needed or as decided upon by the President or the Board of Directors. The Secretary of this organization or Secretary's appointee shall contact by written or electronic notice (mail, newsletter, email, telephone, fax) every member in good standing, telling the time and place for such meetings. At least three week's notice shall be given of all annual meetings of the membership, and at least seven days notice shall be given of all special meetings.

#### **Section 7. Election of Directors**

The nominating committee shall request nominations for the Board of Directors in the spring newsletter. Voting by all members in good standing will be done via electronic ballot. The ballot will list the proposed slate. Ballots shall be verified and tallied, and results announced on our website, in the next newsletter, at the annual meeting, and any subsequent newsletters.

### **ARTICLE IX**

#### **Contracts, Loans, Checks and Deposits**

#### **Section 1. Contracts**

The Board of Directors may authorize any officer, agent or agents to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation, and such authority may be general or confined to specific instances.

#### **Section 2. Loans**

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 3. Checks, Drafts, Etc.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, or as provided in the By-laws.

**Section 4. Deposits**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**ARTICLE X  
Waiver of Notice**

Whenever any notice is required to be given under the provisions of these By-laws or under the provisions of the Article of Incorporation, or under the provisions of the General Not For Profit Corporation Law of Missouri, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

**ARTICLE XI  
Amendments**

The Board of Directors shall have full power to adopt, alter, amend, revise, or repeal these By-laws, unless otherwise provided from time to time in the Articles of Incorporation or these By-laws.

**ARTICLE XII  
DISSOLUTION**

In the event of the dissolution of the Corporation, none of the assets shall accrue or inure to the benefit of any individual or member, but shall be distributed to another organization having similar purposes and qualified for exemption from federal income tax pursuant to the provisions of Section 501(c)(3) of the Internal Revenue Code.

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Date

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President

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Secretary