

Proposed Amendments to the By-Laws of the Conroe Art League (Final Draft)

CONROE ART LEAGUE

MISSION

To promote the enrichment of our community through the arts.

VISION

The vision of the Conroe Art League is to support artists at every level and to promote art in the community, providing educational classes and workshops for adults and youth, offering opportunities for shared art experiences, providing scholarships for continuing art education, sponsoring exhibits and juried shows in the CAL gallery and venues throughout the community, and encouraging patrons to support and purchase the works of artists through gallery events and multi-media marketing efforts.

BY-LAWS OF THE CONROE ART LEAGUE, INC.

ARTICLE I NAME and LEGAL STRUCTURE

The name of this organization shall be Conroe Art League, Inc. (dba Conroe Art League, aka CAL), and it is a 501(c)3 tax-exempt corporation.

ARTICLE II PURPOSE

The purpose of the Conroe Art League (CAL) is to promote interest in art, guided by the principles of Create, Appreciate, and Learn (CAL), as described in our vision statement.

ARTICLE III MEMBERSHIP and DUES

Annual membership is open to anyone who submits a properly completed application and pays the appropriate dues.

- Regular Adult - \$40.00 (USD). Subscription period: 1 year. No automatically recurring payments. Person interested in participating in events and activities of CAL.
- Friend of CAL - \$25.00 (USD). Subscription period: 1 year. No automatically recurring payments. Get updates on all our upcoming events.
- Student Artist (18 and under) - \$5.00 (USD). Students may enter judged shows for free, but should join to participate in other events and activities of CAL.
- Associate/Volunteer – Free. Subscription period: 5 years. No automatically recurring payments. On-Artist with or class/demo privileges. Supports CAL by working any of the following: Docent, League Projects, Committees.

Dues: Annual dues shall be collected with the rate determined by vote of the membership. Membership will be up for renewal on the member's anniversary date.

ARTICLE IV OFFICERS

The officers of the League shall be the President, Vice President, Building Management, Docent Coordinator, Education/Training, Hospitality, Marketing/Communications, Membership, Secretary, Shows/Exhibitions, and Treasurer. They shall operate as the Board. A quorum shall consist of a majority of the Board of Directors and shall be sufficient to conduct business. A majority vote of a quorum present shall determine any action. Special Board meetings shall be held at the discretion of the President, or the Vice President, if the President is not present.

ARTICLE V DUTIES OF THE OFFICERS

President

The President is to call the meeting to order at the appointed time, to preside at all meetings, to announce the business before the assembly in its proper order, to state and put all questions properly brought before the assembly, to preserve order and decorum, and to decide all questions of order (subject to appeal). The President shall fill vacancies of special committees and appoint special committees or teams with approval of the Board. The President shall be ex-officio a member of all committees

except the nominating committee. The President may be a signator on expense accounts for CAL.

Vice President

The Vice-President shall assist the President when called upon and shall preside in the absence of the President and accede to office of President in case of vacancy. The Vice President shall assist Board committees when necessary. The Vice President shall work with the President to create and maintain the CAL yearly calendar. The Vice President may also be a signator on expense accounts.

Building Management

The Chair shall oversee planning, developing, supporting and evaluating the maintenance and proper functioning of the physical building. The Chair shall prepare for general meetings and receptions by setting up chairs, tables and other equipment as required. The Chair is the liaison to the City of Conroe regarding building issues and security that require city approval and support. The Chair may form a team to assist in all efforts. The Chair shall submit a report to the Board prior to each month's regularly scheduled Board meeting. A team member appointed by the Chair may represent the Chair, but not vote, at a Board meeting.

Docent Coordinator

The Chair shall train and manage docents to fulfill the docent's duties and responsibilities in the operation of the gallery. The Chair shall ensure that the gallery is staffed by a docent during the hours that the gallery is open. The Chair may request the assistance of the Gallery Manager as required; however, the Gallery Manager does not report to the Chair. The Chair may form a team to assist in all efforts. The Chair shall submit a report to the Board prior to each month's regularly scheduled Board meeting. A team member appointed by the Chair may represent the Chair, but not vote, at a Board meeting.

Education and Training

The Chair shall oversee the planning, developing, supporting and evaluating of the following areas: art classes, art workshops and guest artist demonstration at the monthly membership meeting. The Chair may form a team to assist in all efforts. The Chair shall submit a report to the Board prior to each month's regularly scheduled

Board meeting. A team member appointed by the Chair may represent the Chair, but not vote, at a Board meeting.

Hospitality

The Chair shall organize food and refreshment for general meetings and receptions and, when requested by the Show Chair, at an annual show. The Chair will consult with the President and Treasurer regarding the budget for each event. The Chair will purchase items needed for the events. The Chair may form a team to assist in all efforts. The Chair shall submit a report to the Board prior to each month's regularly scheduled Board meeting. A team member appointed by the Chair may represent the Chair, but not vote, at a Board meeting.

Marketing and Communications

The Chair will oversee the planning, developing, supporting and evaluating marketing and communication requirements to support CAL's activities. The Chair will maintain and keep current any passwords required for social media, and that information will be shared with the President, Vice-President and the Secretary. The Chair may form a team to assist in all efforts. The Chair shall submit a report to the Board prior to each month's regularly scheduled Board meeting. A team member appointed by the Chair may represent the Chair, but not vote, at a Board meeting.

Membership

The Chair shall be responsible for managing online data pertaining to membership, including recruitment, orientation, collection of dues, member profiles and membership directory. The Chair will ensure the new member email address is input into the CAL website database. The Chair shall be the subject matter expert and lead administrator for the CAL website: www.conroeartleague.com.

The Chair may form a team to assist in all efforts. The Chair shall submit a report to the Board prior to each month's regularly scheduled Board meeting. A team member appointed by the Chair may represent the Chair, but not vote, at a Board meeting.

Secretary

The Secretary shall keep an accurate record of all proceedings of the general meetings and of the Board in the minutes and maintain all-important documents and papers of the League. The Secretary shall send whatever correspondence is necessary to the function of the CAL including thank you letters to donors and other duties as assigned by the President.

Shows and Exhibitions

The Chair shall oversee planning, developing, supporting and evaluating monthly and annual shows approved by the Board. The Chair may form a team to assist in all efforts. The Chair shall submit a report to the Board prior to each month's regularly scheduled Board meeting. A team member appointed by the Chair may represent the Chair, but not vote, at a Board meeting.

Treasurer

The treasurer shall have custody of all funds to receive, collect and pay with approval of the Board. The Treasurer shall participate in development of the budget. The Treasurer handles all banking procedures and shall keep an accurate record of the accounts. The Treasurer shall submit a report to the members at each meeting, or upon request of the Board, the balance on hand, deposits, disbursements and additional corrections or deletions. The Treasurer is responsible for assuring that all tax issues and reports are properly handled. The Treasurer is also a signator on all accounts.

ARTICLE VI ELECTION

At the February general meeting, the President shall appoint a Chairman for the nominating committee, and two members shall be elected from the floor to serve on the committee. At the April meeting, the Chairman of the nominating committee shall present nominees, and nominations shall be accepted from the floor as well. The membership shall vote, and the nominee gaining the majority of the votes for each open Board position shall be the new Board member. The new Board shall be effective and installed at the first Board meeting following the April general meeting. The outgoing President will open that Board meeting, introduce the new Board and transfer Board operations to the new Board. Vacancies occurring in the Board of Directors shall be filled by election by the Board at the next meeting following the vacancy. The position filled in this manner shall be for that remaining term.

Board terms will be 2 years. Best efforts will be made that terms will alternate so that half the Board turns over each year. In alternating years, these positions will be

elected: President, Docent Coordinator, Education/Training, Marketing/Communications, Hospitality and Shows/Exhibits. The following year will be Vice President, Secretary, Treasurer, Membership, Building Management.

ARTICLE VII MEETINGS

A. Board Meetings - Board Members shall meet monthly to discuss business and schedules for the Conroe Art League. Dates will be communicated to the general membership.

B. General Meetings - Dates for the general meeting will be communicated to the membership. Members at the general meetings shall conduct CAL business.

C. It is acceptable to conduct either a general meeting or a Board meeting in person, via video conferencing or telephone/cell/conference call with participants in any combination of the various current or future technological capabilities.

ARTICLE VIII LONE STAR ART GUILD MEMBERSHIP

Conroe Art League (CAL) shall from time-to-time review its continued affiliation with the Lone Star Art Guild (LSAG). CAL shall pay a membership fee by the due date, and the Treasurer shall send the membership fee to LSAG. As a member of LSAG, CAL shall comply with all requirements.

ARTICLE IX STUDENT ARTS

The Chair of Shows/Exhibitions shall present to the Board for approval the details of a student show to include monetary awards. Monetary awards, less show-specific expenses, presented to winning students will be funded by proceeds from the monthly meeting raffles, annual auction and donations. An eligible student is defined as attending a Montgomery County school, which includes a private, public or homeschooled student.

ARTICLE X EXHIBITS

Conroe Art League will provide a list of specifications for every exhibit. Participants in that show will follow the guidelines for that exhibit. Fee or fees and Board-approved judge-specific expenses for a judge or judges for a CAL show shall be paid from the CAL treasury.

ARTICLE XI AMENDMENTS

The by-laws may be amended by the membership at any regular business/membership meeting by a two-thirds vote of the members present. Notice of a change in bylaws must be given via email and posted on the web page <http://www.conroeartleague.com> 20 days prior to a vote. Voting may be done by written proxy or in person.

ARTICLE XII DISSOLUTION

Should the Conroe Art League disband, the net amount of funds on hand in the treasury at that time shall be turned over to a non-profit organization that is determined appropriate by the membership.

ARTICLE XIII PROFESSIONAL STANDARDS

CAL and the Board maintain a zero-tolerance policy for inappropriate sexual behavior, physically or verbally threatening behavior or abusive language toward any person on the premises or written communication. CAL does not discriminate based on gender, race or religion. A member that experiences inappropriate behavior or discrimination on CAL premises or through written communication may make a complaint to the Board. The Board may request the person identified to appear before the Board, and if the person's behavior is justifiably found not to be in compliance with this policy as determined by a majority of the vote of a quorum of the Board, the Board may express an action of censure toward that member, and the censure is to be noted in the Board minutes.

ARTICLE XIV SPONSOR OPPORTUNITIES

- Sponsor - \$250+. Be a Sponsor of CAL and get up dates on all our upcoming events.
- Bronze - \$500+. 20% discount on one piece of art - \$500 or less. Listing in all CAL website and literature as Bronze Sponsor, Personal invitation to all Artists Receptions.
- Silver - \$1,000+. 20% discount on one piece of art - \$1,000 or less. Listing in all CAL website and literature as a Silver Sponsor, Personal invitation to all Artists Receptions.
- Gold - \$2,500+. Named as one of the sponsors of a CAL Special Event. 20% discount on one piece of art - \$2,500 or less. Listing in all CAL website and literature as Gold Sponsor. Personal invitation to all Artists Receptions.

- Platinum - \$5,000. Named the Primary Sponsor of a CAL Special Event. 20% discount on one piece of art - \$5,000 or less. Listing in all CAL website and literature as Platinum Sponsor. Personal invitation to all Artists Receptions.