

CONSTITUTION AND BY-LAWS  
NORTH-EASTERN ARIZONA FINE ARTS ASSOCIATION

ARTICLE I NAME

The name of the association shall be the North-Eastern Arizona Fine Arts Association. The location of Association is to be in the town of Pinetop-Lakeside, Navajo County, State of Arizona. It shall be non-political, non-profit and non-sectarian.

ARTICLE II OBJECTIVES

1. To encourage and promote the artistic growth of the visual arts in the community.
2. To sponsor scholarships and educational projects.
3. To maintain and operate the High Country Gallery.

ARTICLE III MEMBERSHIP

Section 1. Qualifications

Membership shall be open to any person who is interested in perpetuating the objectives of this organization and is subject to provisions of this Constitution and By-Laws. A qualified person is accepted into NEA-FAA by completing an application and paying dues

Section 2. Types of Memberships and Privileges:

- A. Individual: Shall vote, hold office and be eligible to display in the Gallery upon payment of dues.
- B. Honorary: One who has been selected by the general membership for contributing unselfishly to the Association. Such member shall be permitted to attend meetings, programs and social affairs. Such member may not vote, hold office or exhibit. Shall not pay dues.
- C. Lifetime: Shall be bestowed upon a member who has given endless support and time to the Association. Selection shall be made by the current Board of Directors. No dues will be paid for the remainder of their lifetime.
- D. Associate: Shall not vote or hold office. Will be eligible to limited display in the gallery upon payment of dues. Will not be required to sit the gallery.

## ARTICLE IV OFFICERS

The elected officers of this organization shall be: President, Ist Vice-President, 2nd Vice-President, 3<sup>rd</sup> Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and Member-at -Large. Additional officers may be added as the needs of the Association grow.

### Section 1. Qualifications:

Any member in good standing can qualify as a candidate for any elected office.

### Section 2. Officers:

Shall be elected by the membership annually to a term of one year. They may not serve more than two (2) consecutive terms in the same office, but may be elected to a different office.

### Section 3. Vacancy:

Any vacancy other than President shall be filled by appointment of the Board.

## ARTICLE V BOARD OF DIRECTORS

### Section 1. Board of Directors:

Shall consist of the elected officers and immediate Past-President. The President may request the presence of Special Committee Chairpersons at specific meetings. All members in good standing are invited to attend the Board meetings.

### Section 2. Duties of Board of Directors:

Shall manage the affairs and strive to carry out the objectives of the organization subject to the Constitution and By-Laws. Shall fill vacancies on the Board until the next regular election. Shall have power to conduct emergency meetings by telephone. Votes and results shall be recorded by the Recording Secretary. Shall appoint a Nominating Committee and a committee for the annual audit at the end of each fiscal year. A quorum for any action shall consist of five (5) members and its activities shall be governed by a majority vote.

## ARTICLE VI ELECTIONS

A slate of candidates for officers shall be presented by the Nominating Committee to the general membership for balloting at the September meeting. If nominations are made from the floor (with prior consent of the nominee) then balloting must be done by written ballot. The slate of candidates shall consist of President, 1st Vice-President, 2nd Vice-President, 3<sup>rd</sup> Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and Member-at-Large. Outgoing officers must turn in their records by the 1st of January. New officers will take office on January 1<sup>st</sup>.

## ARTICLE VII AMENDMENTS

The Constitution and by-laws of the organization may be amended, altered or repealed at any regular meeting by a 2/3 vote of members present. Notice of such changes must be sent to members at least two (2) weeks prior to that meeting.

## ARTICLE VIII DISSOLUTION

If for any reason this organization is dissolved, any assets shall be contributed to a tax exempt charitable organization approved by a written ballot vote of 2/3's majority of the current membership. Notice of intention shall be mailed to each member thirty (30) days prior to voting.

## ARTICLE IX PARLIAMENTARY RULE

Robert's Rules of Order, Revised shall be the parliamentary authority used to settle any dispute or to clarify any business of the organization.

## BY-LAWS

### DUTIES OF OFFICERS

#### Section 1.

- A. President: Shall be the principal executive officer of the organization and chairperson of the Board of Directors. Shall have power to call special and emergency meetings of the Board. Shall appoint standing and special committee chairpersons with the approval of the Board. Shall be ex-officio member of all committees.
- B. 1st Vice-President: Shall execute the powers and duties of the President should that office become vacant or in the absence of the President. Shall be in charge of meetings and arrangements.
- C. 2nd Vice-President: Shall be chairperson of the Gallery and shall appoint any committees needed to maintain the Gallery.
- D. 3<sup>rd</sup> Vice-President: Shall be the chairperson of the July 4<sup>th</sup> Show and appoint any committees required to put on the show.
- E. Recording Secretary: Shall keep minutes of regular, special and board meetings. Records shall be kept for five (5) years.
- F. Corresponding Secretary: Shall maintain a list of officers, Board of Directors and general membership. Shall send out newsletters.
- G. Treasurer: Shall deposit all monies received and be responsible for disbursement of funds as provided in these by-laws. Shall make a monthly report at general

meetings. Each check shall carry only one signature either of the Treasurer or other designated board member. Any disbursements over one hundred (\$100) dollars must be approved by the board. Shall submit a report for an annual audit. Shall be bonded in the amount of five thousand (\$5,000) dollars. This fee will be paid by the organization. Bookkeeping procedures shall not be changed without Board approval.

H. Member-at-Large: Shall have no designated duties.

## MEETINGS

### Section 1.

Regular meetings of the organization shall be held the second Monday of each month from May to October.

Board of Directors shall meet when necessary.

Special meetings may be called by the President upon the request of ten (10) members. Notice and agenda shall be sent to the membership in advance. No other business shall be transacted except that on the agenda.

### Section 2.

Quorum for regular meetings shall consist of members present. Quorum for Board meeting shall consist of five (5) members.

## ADDENDA

### Section 1.

No part of the net earnings of the association shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Constitution. No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from federal income tax under corresponding section of any future federal tax code, or (b) by an association, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

### Section 2.

Upon the dissolution of the association, 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 so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the

association 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.