

# Houston Art Society

Constitution and Bylaws

Last Revised - June 12, 2014

## Article I - Name

The name of this organization is Conservative Arts of Houston doing business as the Houston Art Society, registered by the Secretary of State in the state of Texas as a non-profit corporation.

## Article II - Object

The object of this organization shall be to advance the study and appreciation of art in its various forms.

## Article III - Membership

Section 1. Any artist within the Lone Star area is eligible for membership in the Houston Art Society. The Lone Star area is the State of Texas.

Section 2. Application for membership can be made any time during the year. The prospective member shall attend a regular meeting of the organization.

Section 3. Dues will be determined by the Board of Directors. Past Presidents, before 1985, and Founders have been awarded Life memberships. (Any member having previously received an honorary life membership may revoke his or her life membership upon written notice to the board of directors of the organization. Once revoked, it may not be reinstated.) Persons joining after March 1 pay one-half of designated dues. Year begins September 1 and dues lapse August 31. Our Membership List is for use of members and cannot be sold to an outside person or corporation.

## Article IV - Meetings

Section 1. A. All meetings of the membership shall be held at a designated place that has been approved and voted upon by a majority of the members present and voting at a regular business meeting. No notice of regular meetings shall be required. Board meetings shall be held subject to the approval of the Board of Directors.

Section 2. One regular meeting of the membership per month shall be held September through May. The time and date to coincide with the place available. Fifteen members present shall constitute a quorum.

Section 3. The business meeting shall be held at a time designated by the

Section 4. Seven Board members at a regular Board of Directors meeting shall constitute a quorum.

Section 5. A special meeting (Regular or Board of Directors) may be called upon written application of three or more members of the Board of Directors, notice having been given to the members in advance by members of the telephone committee.

## Article V. - Officers

Section 1. The organization shall be governed by a Board of Directors consisting of President, First Vice-president, Second Vice-president, Six Directors, Secretary, Treasurer, Assistant Treasurer, Auditor, Parliamentarian and the immediate Past President.

Section 2. The President shall have the privilege of appointing delegates and chairman of various committees other than the Nominating Committee. The President shall be an ex-officio member of all committees except the Nominating Committee.

Section 3. The Board of Directors shall convene with the aim and objectives of expending the organization's business. It's minutes and deliberations shall be kept within the Board, the aims and conclusions with recommendations shall be brought before the general membership by the President. A committee chairman or co-chairman may attend a Board meeting to give a committee report but will not have the power to vote.

## **Article VI. Elections**

Section 1. The nominating committee shall consist of five members in good standing who have attended a majority of the current year's regular monthly business meeting. Three members shall be members of the Board of Directors and two shall come from the membership body and shall be elected from those members present at the regular February morning meeting. The chairman shall be appointed by the Board. The nominating committee shall submit one name for each of the following positions at the March business meeting.

1. President
2. 1<sup>st</sup> Vice-president
3. 2<sup>nd</sup> Vice-president
4. Secretary
5. Treasurer
6. Director-Membership
7. Director - Yearbook
8. Director - Shows
9. Director - Hospitality
10. Director - Community Outreach
11. Auditor
12. Parliamentarian / Past President
13. Webmaster
14. LSAG Database Manager

Section 3. Nominations may be made from the floor, following the report of the Nominating Committee. No one shall be nominated who has not given consent to serve if elected.

Section 4. Election of officers (which will comprise the Board of Directors) shall be held by ballot at the conclusion of the April business meeting. Where there is only one candidate for an office, election shall be by voice vote.

Section 5. If a position cannot be filled, the duties may be administered by a committee appointed by the president. A member is eligible for elected office after having been an active member for one year.

Section 6. Vacancies which occur in any executive office shall be filled by election by the Board of Directors at the next meeting; committee chairman shall be filled by appointment by the President or the appropriate Director. Vacancies which occur among officers-elect before they take office shall be filled by the Executive Board.

Section 7. There shall be no voting by proxy at either membership or Board of Directors meetings.

## **Article VII - Past Presidents**

Section 1. Past Presidents shall be permanently listed in the Yearbook in sequence of service.

Section 2. The immediate Past President shall serve on the Board of Directors for one year as Parliamentarian.

## **Article VIII - Duties of Officers**

Section 1. President: Shall call Membership meetings to order, shall preserve order; put to vote all motions that have been officially presented, and announce the results of the vote. The President shall call special meetings when necessary. The President and Treasurer shall sign and execute in the name of the Corporation all instruments and documents of the Corporation.

Section 2. First Vice president: Shall assist the President without designated portfolio; shall conduct all

meetings in the absence of the President. Shall be in charge of publicity.

Section 3. Second Vice-president (Program Chairman): Shall plan programs to advance the study and appreciation of art; shall preside in the absence of the President and the First Vice-president; shall have charge of workshops correlating as near as possible the workshop program with that of the demonstrations. A fee may be charged as designated by Board of Directors for attending workshops.

Section 4. Secretary: Shall keep a record of all meetings of the Organization in duplicate, one for the Secretary's files and one for the President. Shall read or post the minutes at all meetings.

Section 5. Treasurer: Shall receive, collect and pay all approved Organizational budgeted money; any amount over \$100.00 shall be subject to the vote of the Board of Directors. The President and Treasurer shall sign and execute in the name of the Corporation all instruments and documents of the Corporation. A copy of the Treasurer's report shall be given to the President, to the Secretary, and to each member of the Board.

Section 6. Director (Membership Chairman): Shall keep an accurate and up-dated list of membership.

Section 7. Director (Yearbook Chairman): Compile the yearbook with materials supplied by the chairman of each committee; shall review the manuscript with the President and one or two assistants before final publication.

Section 8. Director (Show Chairman) Shall responsible for each show sponsored by the Organization.

Section 9. Director (Hospitality): Shall be responsible for arranging refreshments for meeting/ demonstrations and other social functions.

Section 10. Director (Community Outreach): Shall oversee Community Service projects or Scholarship Programs as approved by the Board of Directors.

Section 11. Auditor: Shall examine the books of the Treasurer after the end of the fiscal year.

Section 12. Parliamentarian: Shall give the rules of parliamentary procedure when called upon by the President.

Section 13. Director (Newsletter): Shall be responsible, with direction from President, for publishing six Newsletters per year pertaining to all activities.

Section 14. Director (Website): Shall oversee website by adding or deleting items approved by Board of Directors and directed by President.

Section 15. LSAG Database Manager: Shall oversee input of HAS member data and show results into the LSAG database

### **Article IX - Executive Board of Directors**

Executive Board of Directors: Shall consist of President, 1<sup>st</sup> Vice president, Treasurer, and two members from the Board of Directors, elected by the Board of Directors. The Executive Board shall have authority to sign contracts and sell real property; shall also have the authority to make any other decisions authorized by the Board of Directors, and any other decisions requiring immediate action. Members of Executive Board shall be notified by telephone or email by the President. Three members shall constitute a quorum. A vote of three members in agreement is necessary for action.

### **Article X - Governmental Reports**

All reports to a government agency shall be prepared by an appropriate professional and submitted by the Treasurer or President.

### **Article XI-Delegates to Lone Star Art Guild**

Section 1. The current President and two elected delegates shall represent the Houston Art Society at all Lone Star Art Guild meetings.

Section 2. Two delegates and an alternate shall be elected from the floor at the May morning business meeting. Delegates shall have full voting privileges at all Lone Star Art Guild meetings and shall bring back a report of such meetings.

### **Article XII - Amendments**

These Bylaws may be amended at any regular business meeting by a two-thirds vote of the membership present and voting, provided the proposed changes have been read aloud twice; the first reading being given at the previous regular business meeting, and the second reading being given just prior to the vote. After having been accepted upon second reading any changes to the Bylaws become effective immediately unless otherwise specified. Standing rules may be amended at any regular business meeting by the majority vote of the membership present and voting.

### **Article XIII - Parliamentary Authority**

*Robert's Rules of Order, Newly Revised* shall govern this organization in all matters of procedure not covered by these Bylaws

## **STANDING RULES**

### **Duties of each Officer and Director**

### **Plus, those designated in Bylaws**

#### **PRESIDENT**

1. Preside at all meetings when present.
2. Responsible for supervision, continuity, and completion of items approved by Board of Directors.
3. Shall appoint the telephone committee and newsletter editor and instruct them when information needs to be telephoned or e-mailed, such as emergency meetings or a change in schedule.
4. Shall appoint a Sunshine Chairman to send cards to members when ill or for loss of a spouse or child.
5. Shall be responsible for checking post office mailbox when Treasurer is unavailable.
6. Shall be able to sign checks when needed as coordinated with Treasurer.
7. Shall be responsible for one of two keys to safety deposit box and for placing and removing items as necessary.
8. Shall be available to approve items for newsletter as coordinated with Newsletter Editor.
9. Shall approve addition or deletion of items on website as coordinated with Webmaster.

#### **FIRST VICE PRESIDENT**

1. Shall be responsible for publicity, sending notices in advance of meetings to newspapers, or posting in libraries, community centers, etc.
2. Shall perform any assignments agreed to with President.

#### **SECOND VICE PRESIDENT**

1. Select artists for demonstrators and workshop leaders and send letter of agreement to artists.
2. Furnish calendar of artist demonstrations and workshops schedule to President and Yearbook Chairman.
3. Contact each artist /demonstrator just before meeting date to remind them of the date, to find out any special needs, and to get the workshop supply list, etc.
4. Make arrangements for location of any April Paint Out & Workshop. Make arrangements for a

photographer if needed

## **SECRETARY**

1. Shall get substitute from Board of Directors if unable to attend meeting.
2. Shall submit minutes to President in time to furnish to Board before next meeting.
3. Shall submit Minutes to President in time to assist with next newsletter.
4. Shall answer any questions from Board members and make corrections if needed.
5. Shall read or post Minutes at General Meeting.

## **TREASURER**

1. Shall prepare statement of all moneys received and disbursed for each regular meeting.
2. Prepare income tax information for designated accountant. Mailing report to Internal Revenue Service by August 15.
3. Shall be responsible for checking post office mailbox on a schedule coordinated with the President.
4. Responsible for the preparation of franchise tax report by accountant.
5. Shall be responsible for second key to safety deposit box and for placing and removing items as needed.
6. Shall be responsible for transfer of moneys as needed.
7. Shall send information on new members to President and Membership Chairman.

## **MEMBERSHIP**

1. Shall notify members who have not paid dues by October 1.
2. Shall submit list of paid members to Yearbook Chairman.
3. Shall supervise and encourage each attending member to sign Guest Book and maintain Guest Book.
4. Appoint a member to order, collect payment, and distribute organization pins.

## **AUDITOR**

1. Shall examine books of Treasurer after end of fiscal year.

## **PARLIAMENTARIAN**

1. Assists President in parliamentary procedures for Board Meetings and General Meetings.

## **YEARBOOK**

1. Shall prepare a Yearbook consisting of materials supplied by each Committee and a list of all paid and lifetime members.
2. Shall distribute a Yearbook to each member and submit extras to Membership Chair for new members joining during the year.

## **SHOW CHAIRMAN**

1. Shall set dates and reserve location for one or two shows a year.
2. Shall be responsible for acquiring the services of a judge.
3. Shall make a report to President, Newsletter Chair, Webmaster and Lone Star Art Guild of all winners.
4. Shall prepare registration forms and make available at meetings or by Newsletter, E-mail or Website for pre-registration of all entries for show.
5. Shall revise entry forms as applicable.

6. Shall recruit members in advance to help with specific duties of the show.

## **HOSPITALITY**

1. Call designated hostesses to remind them of their responsibilities for each meeting.
2. Find substitutes if necessary.
3. Choose and present to Board of Directors suggestions for Christmas Luncheon held on second Monday of December, and Spring luncheon to be held on the third Monday of May.

## **PINS**

1. Shall order Houston Art Society pins for any member who desires one.
2. Shall take care of collection of fee for pin and delivering orders of pins at the General Meeting.

## **SUNSHINE**

1. Shall send cards to members who are ill, or have lost a spouse or child.
2. Report on cards sent at Board of Directors meeting and at General Meeting.

## **NEWSLETTER EDITOR**

1. Shall publish six newsletters a year, usually Summer, September/October, November/December, January/February, March, and April/May pertaining to all activities.
2. Shall send out E-mails as directed by President.

## **WEBMASTER**

1. Shall oversee HAS website by adding or deleting articles and/or pictures as directed by President. Shall coordinate with Treasurer the approval of any invoices in connection with maintenance of website

## **LSAG DELEGATES**

- 1 Represent Houston Art Society at two luncheon meetings a year sponsored by Lone Star Art Guild.

## **HAS DATA BASE MANAGER**

1. Obtain Password from LSAG Data Base Manager
2. Assist HAS members in entering their personal information into the LSAG data base
3. After a show ensure all winners qualified for the LSAG convention (Best of Shows, 1st. 2nd, 3rd and First Honorable Mention) are entered into LSAG Data Base.
4. Assist members in registering for shows.
5. Assist members in registering for annual LSAG Convention.