

**MOUNTAIN BROOK ART ASSOCIATION
CONSTITUTION AND BY-LAWS
DATED: November 15, 2023**

ARTICLE I: NAME & PURPOSE

Section A: Name. The name of this club shall be Mountain Brook Art Association ("MBAA").

Section B: Governance of MBAA. The activities of MBAA shall be governed by this Constitution and By-Laws, as amended from time-to-time by its membership. The Executive Board is responsible for implementing this Constitution and By-Laws and forming attendant resolutions and guidelines designed to assist with the governance of MBAA, protect MBAA's name and assets, and to ensure the activities of MBAA appropriately reflect the purpose of MBAA .

Section C: Purpose. The purpose of this club shall be:

1. To promote interest in fine art across the community.
2. Encourage professional development of area artists specializing in two-dimensional fine art.

ARTICLE II: NONDISCRIMINATION POLICY

MBAA follows an equal opportunity policy in all respects without regard to race, creed, color, ethnicity, national origin, religion, sex, sexual orientation, gender expression, age, physical or mental ability, veteran status, military obligations, and marital status.

This policy applies to all members, Executive Board members, officers, volunteers, contractors, and employees.

This policy applies to, but is not limited to, membership in the organization, opportunities provided to members, Executive Board membership, speaking opportunities, demonstration opportunities, outside vendors, volunteers, consultants, training, dealings with the general public, and any other plans or activities of the organization.

ARTICLE III: MEMBERSHIP & DUES

Section A: Eligibility. Membership shall be open to persons residing within a 25 mile radius of Mountain Brook City Hall upon payment of dues as outlined in Section C of this Article.

Section B: Honorary Members. Honorary membership shall be conferred on those individuals deemed to be special friends of MBAA, upon approval by the Executive Board.

Section C: Dues. The Executive Board shall periodically review dues and dues policies, entrance fees for shows, and other fees and shall establish these as needed for the management of MBAA.

ARTICLE IV: EXECUTIVE BOARD

Section A: Executive Board. The Executive Board shall consist of a President, President Elect, Vice President – Membership, Vice President – Programs, Corresponding Secretary, Recording Secretary, Treasurer, immediate Past President, one Senior Member-at-Large who has been a member in good standing for at least five years, and lastly Treasurer-elect.

Management of MBAA shall be vested in the Executive Board which is responsible to the entire membership to uphold these bylaws. To this end, the Executive Board is vested with the ability to form resolutions and guidelines designed to assist with the governance of MBAA, protect MBAA's name and assets, and to ensure the activities of MBAA appropriately reflect the purpose of MBAA.

Except where duties and attendant decisions are specifically defined in the Constitution and By-Laws, where the work of the Executive Board requires a voting consent such consent must be passed by a quorum. A quorum is defined as two-thirds of the members of the Executive Board.

Section B: Eligibility. Members of the Executive Board must be members in good standing.

Section C: Election. Each year, the Executive Board shall establish the date at which the election will occur for the following year's Executive Board. This date shall be no earlier than the first day of September and no later than the fifteenth day of December. The President shall appoint a nominating committee of three persons, which will offer its slate to the current Executive Board for review. The proposed slate will be emailed to the membership at least 10-days prior to regular membership meeting that falls between September 1st and December 15th. Nominations shall be accepted from the floor at this meeting.

The preferred method of voting shall be electronic ballot; however, paper ballots will be accepted providing (1) they are post marked on or before the election date and (2) are in the format designated by the Executive Board.

The Executive Board shall be elected by a majority of the membership. Majority is defined as 50% plus one person.

Section D: Term. The President, President Elect, and Immediate Past President positions are held for one year each. Other officers may be elected for additional terms, but such terms cannot exceed three successive years in one office.

Section E: Vacancy. If a vacancy occurs in the office of President, the President Elect shall assume the office for the remainder of the term. Vacancies in any other office shall be filled by an appointment by a quorum of the members of the other Executive Board.

Section F: Removal of Officer or Director – Any Executive Board member convicted of a crime shall immediately be removed from office. Any Executive Board member failing to attend 3 board meetings in a year shall be removed from office, except when such lack of attendance is caused by illness, family emergency, or other issue the Executive Board deems excusable. The vacancies caused by removal shall be filled in accordance with Section E, above.

ARTICLE V: DUTIES OF OFFICERS OF THE EXECUTIVE BOARD

Section A: President. It shall be the duty of the President to:

- Preside at meetings
- Vote only in case of a tie
- Represent the club in the community
- Determine date, time, and location of meetings
- Appoint committee chairpersons subject to the approval of the Executive Board
- Serve as an ex-officio member of all committees except the nominating committee
- Perform such other duties as ordinarily pertain to this office

Section B: President Elect. It shall be the duty of the President -Elect to:

- Preside in the absence of the President
- Decide if a prospective member meets the qualifications of membership
- Periodically review MBAA's website to ensure its content appropriately represents MBAA
- In absence of Treasurer, reviews any expenses proposed by MBAA or submitted to MBAA and, if appropriate, approves such expenditure
- Serves as Chairperson of the Historical Committee
- Works with the President to represent the club in the community
- Serves as liaison to the Mountain Brook Chamber of Commerce

Section C: Vice-President – Membership: It shall be the duty of the Vice President-Membership to:

- Collect and review membership applications and maintain membership roster on MBAA's electronic storage site
- Consult with President-Elect should issues arise as to membership eligibility
- Record membership attendance at meetings and provide name tags at membership meetings
- Handle other duties generally accepted as activities associated with maintenance of membership records
- Chair the Membership Committee

Section D: Vice-President-Programs: It shall be the duty of the Vice President – Programs to:

- Serve as Chairperson of the Program Committee
- Provide articles about the programs to the newsletter committee and for the website
- Chairs the Programs Committee

Section E: Corresponding Secretary. It shall be the duty of the Corresponding Secretary to:

- Ensure the collection of MBAA mail, both physical and electronic, and distribute to the appropriate officers as necessary
- Conduct the general correspondence of MBAA, which includes responding to inquiries from members and others
- Maintain copies of correspondence from/ to prospective members, copies of complaints and responses, copies of newsletters, and copies of other important correspondence in the designated file in the club's electronic storage site. General queries and comments from membership need not be retained unless the Secretary deems it appropriate to do so.
- Ensure general meeting notices and reminders are distributed electronically to members and are provided to the Newsletter Editor
- The Correspondence Secretary shall appoint assistant(s) as necessary
- Jointly with the Newsletter Editor, co-chair the Newsletter Committee

Section F: Recording Secretary. It shall be the duty of the Recording Secretary to:

- Record the minutes of Executive Board meetings, General member meetings, and specially called meetings and read such minutes at the next appropriate meeting
- Determine if a majority is available for any activities needing a vote of the general membership.

- Determine if a quorum is available for matters requiring voting by the Executive Board.
- Count and record votes
- Keep a file of the club's records, such file to be a designated file on the club's electronic storage site
- Ensure Corresponding Secretary functions are handled in his/ her absence

Section G: Treasurer – It shall be the duty of the Treasurer to:

- Receive all funds and process Requests for Payment, Deposit Slip, and Officer Signature Forms
- Keep an itemized account of all receipts and expenditures and prepare reports as requested by the Executive Board
- Work with Show Chairperson to ensure correct processing of receipts, disbursements, and sales taxes associated with artists' work sold at MBAA events
- Apply for and maintain any business or other licenses needed by MBAA
- Assure appropriate liability insurance policies are kept up to date
- Ensure tax (federal, state, and local) returns and payments are handled correctly and on a timely basis and report same to Executive Board
- Make income tax returns available to Executive Board at meeting following filing of same
- Upon approval of the Executive Board, the Treasurer has the authority to hire an accountant to assist with recordkeeping, tax issues, and tax returns.
- Upon approval of the Executive Board, the Treasurer has the authority to appoint an Assistant Treasurer. The Treasurer shall be responsible for the oversight of the Assistant Treasurer. The Assistant Treasurer will be a signatory on the bank account, but may only issue checks upon the direction of the Treasurer or the President Elect.
- The Treasurer maintains all tax returns, permits and licenses, and other Treasury records on the MBAA's electronic storage site.

Section H: Treasurer-elect – It shall be the duty of the Treasurer-elect to:

- Attend Board Meetings and shall be eligible to vote.
- Assist Treasurer (if needed) as a support role.
- Observe and train to assume role of Treasurer the following year.

ARTICLE VI: MEETINGS

Section A: Member Meetings – At least four regular general membership daytime meetings and at least two evening meetings shall be held during the year. Generally, those meetings will be held in January, March (or within 4 weeks prior to Spring Show), two meetings set between the day meetings of January and autumn, and October (or within four weeks prior to the Holiday Show). Meetings may be held during the noon period and/ or in the evening, according to the needs of the membership.

Section B: Subject of Meetings – In addition to conducting the business of the club, there will generally be a program of interest or an artist demonstration offered at the member meetings.

Section C: Special Meetings – Special meetings may be called by the President with the approval of the Executive Board.

Section D: Board Meetings – Board meetings are called by the President or by a quorum of the Executive Board. A Board Meeting shall be held at the first of the year for planning purposes. A Board Meeting shall be held in September or October to review the election slate, and other meetings shall be called as needed. Emergency meetings may be held by conference call.

Section E: Member Participation at Board Meetings - Executive Board meetings are generally open meetings and any member may attend. Members not on the Executive Board do not have a vote at the Executive Board meetings. If a member wishes to add an item to the agenda, the President, President – Elect, or Recording Secretary must be notified in writing or via email at least two weeks in advance. The Executive Board may call a closed meeting to discuss items of a sensitive nature, such as the removal of a member or an Executive Board member.

Section F: Parliamentary Authority – Robert's Rules of Orders, shall govern this club in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE VII: STANDING COMMITTEES

Section A: Program Committee – It is the duty of this committee to plan the overall program of the club. The program committee is chaired by the Vice President-Programs. The Vice President, with the assistance of the Executive Board, shall appoint four other members. Together, this committee shall be responsible for all phases of the programs. This includes, but is not limited to, obtaining speakers (or demonstrations) for the meetings, providing the newsletter committee and the website administrator with information about the program (including bios, photos, etc.), arranging for facilities needed at the meeting locations, assisting speakers with their demonstration needs before, during, and after meetings, introducing the speakers to the membership, policing the

location after the meetings, and ensuring payment, when required, to speakers and location provider.

Section B: Membership Committee – It is the duty of this committee to solicit membership, maintain a list of current members, review applications for membership to ensure membership criteria are met, provide member nametags at meetings, and provide membership information for the directory. This committee is chaired by the Vice President-Membership.

Section C: Newsletter Committee – The Newsletter Committee is responsible for soliciting and collecting information and photographs for the newsletter, preparing the physical layout of the newsletter, writing, editing, and electronically distributing the newsletter. The newsletter is issued quarterly, generally prior to a meeting. This committee is chaired jointly by the Correspondence Secretary and the Newsletter Editor.

Section D: Events Committee – The Events Committee shall develop and implement plans for the artists' shows, as well as for any other special events MBAA may hold. The Show Chairperson chairs this committee.

Although the Show Chair does not participate in the governance of MBAA and, therefore, is not on the Executive Board, it is recognized that this position has complicated duties. To keep the Board informed and to ensure the Board has an opportunity to provide input and direction regarding various events, the Show Chair will attend all Board Meetings.

The Show Chair shall appoint and train an assistant with the intent of the assistant assuming the role of Chair in a following year.

Section E: Historical Committee – This committee is responsible for maintaining a collection of notes, photos, and records of historical significance to the MBAA. Such records shall be maintained in the designated file on the MBAA's electronic cloud. The Committee is chaired by the President Elect.

ARTICLE VIII: AD-HOC COMMITTEES

Section A: Special Committees – The President shall have the authority to appoint any special committees, with the approval of the Executive Board, from time to time as need demands.

ARTICLE IX: ACCEPTABLE ART FOR EXHIBIT OR SALE AT SHOWS

Section A: Importance of the Shows. MBAA recognizes that the Shows are important to the organization, its members, and the community. MBAA also recognizes that the art in the shows should fulfill the purpose of the organization as defined in Article I to promote interest

in fine art and encourage professional development. The club shall make an effort to provide viable sales opportunities giving consideration to current marketing/buying trends.

Section B: Types of Art Acceptable for Display and Sale at Shows. The main focus of the MBAA is encouraging hands-on artwork. Therefore artwork allowed in our show will be non-offensive, two-dimensional fine art, defined as original paintings (oil, acrylic, watercolor, tempera, pastels, encaustic, mixed media) and original drawings on traditional grounds. Fine art collage is acceptable, providing that a majority of the piece is hand-painted original work. **Gift items:** In order to encourage original work and broaden the scope of the artists' customer base, the club will allow images of the artist's work to be reproduced in gift form. Gift items are allowed that are hand-painted or imprinted with a reproduction of the artist's original work. These are limited to books, calendars, cards, gift tags, ornaments, magnets, coasters, totes, tea towels, scarves. Gift items will not be part of the judging. The Board shall determine the percentage of display space allowable for gifts at each show. The Board reserves the right to review and make acceptable other gift items that fulfill the original purpose of the club's focus on original painting.

Section C: Prints. Giclées, including enhanced giclées, and prints (such as those on note cards) of a member's original drawings and paintings may be entered in the show, but will not be part of any judging process. Giclées, including enhanced giclées, and prints may not comprise more than 25% of the art on an artist's display walls. Giclées and prints must be clearly marked as prints of original work.

Section D: Inadmissible Art at Shows. MBAA recognizes that there are many forms of art; however, some of these forms do not conform to the purpose of MBAA. Offensive art is not allowed. With our focus on hand painting, our shows do not allow the many arts of printmaking such as screenprinting, monotypes, digital, etchings, lithographs. Digital/electronically drawn and enhanced art and photography work are not allowed. Three-dimensional work such as sculpture and pottery are not allowed or work that is generally considered craft or fine art craft (examples are weaving, woodcarving, toy making, quilting, etc). The Board and Show Chairman reserve the right to limit artwork to what is appropriate to each show.

ARTICLE IX: RESOLUTIONS AND AMENDMENTS

Section A: Resolutions – The Executive Board may pass, at its discretion, any resolutions needed for the smooth operation of MBAA, the protection of its name and its reputation, and for the safety of its assets. Resolutions are passed by a quorum of the Executive Board.

Section B: Amendments – The Executive Board or Any Member may propose an amendment to these By-Laws. All members shall receive advance notice of the proposed amendment at least ten days before the date of the vote. Amendments to the By-Laws are passed by a majority of the membership.

ARTICLE X: ACCEPTANCE OF THIS CONSTITUTION AND BY-LAWS

Section A: This document supersedes all others. This revised Constitution and By-Laws replaces in entirety any and all Constitution, By-Laws, and Resolutions previously adopted by the Mountain Brook Art Association. Such previous documents are hereby rescinded.

Section B: Effective Date. This revised Constitution and By-Laws is effective November 15, 2023

I hereby attest that this Constitution and By-Laws, dated November 15, 2023 has been provided to the membership of the Mountain Brook Art Association and was passed by a majority of the membership.

Christi Bunn, President Date January 11, 2024

Having been duly voted upon and passed by the majority of the membership on November 15, 2023, this revised Constitution and By-Laws, dated November 15, 2023 are hereby accepted by the Mountain Brook Art Association.

Beverley Phillips, Secretary Date January 11, 2024