**COLONIE ART LEAGUE**

**BYLAWS**

**ARTICLE I** **– TITLE**

SECTION 1 - The name of the organization is the Colonie Art League Inc.

**ARTICLE II – OBJECTIVE**

SECTION 1 - To provide active artists engaged in the creation of fine art with a place to meet on a professional, cultural and social level.

SECTION 2 - To provide artist members with opportunities to display their works in commercial, cultural or public settings including but not limited to juried shows and exhibitions.

SECTION 3 - To further the education and experience of members by organizing, arranging and/or conducting art demonstrations, lectures and workshops.

SECTION 4 - To encourage the education and growth of young student artists by providing funds for art scholarships, prizes and awards as determined by the Board of Directors.

SECTION 5 - To encourage the appreciation of art in the community.

**ARTICLE III – MEMBERSHIP**

SECTION 1 - Membership shall consist of active artists or lay persons interested in the arts.

SECTION 2 - Active artists shall be defined as any individual actively engaged in the creation of fine art which for the purposes of these by-laws may include such works as those executed in oils, watercolors, acrylics, gouache, pastels, ink, graphite, colored pencil, photography, hand pulled prints, encaustic, paper collage paintings, tempera, egg tempera and three-dimensional works.

SECTION 3 - Lay persons interested in the arts shall be defined as those persons who appreciate art as described in Section 2 and who are willing and able to help promote and educate the community on the beauty, value and understanding of art.

SECTION 4- A special category of membership to be designated as MEMBER EMERITUS may be awarded by the sole discretion of the Board of Directors to any member in good standing. In considering such transfer of membership, the Board of Directors is obligated to consider the length of the candidate’s membership in the League, special services rendered by the candidate, the candidate’s age and health, and such other circumstances as may be deemed pertinent.

A Member Emeritus will be relieved of all obligation to pay further dues. Obligation to pay assessments other than dues remains unless otherwise determined by the Board of Directors.

**ARTICLE IV – DUES AND FINANCIAL**

SECTION 1 - The financial year shall run from September 1 to August 31.

SECTION 2 - The amount of dues shall be set by the Board of Directors . Dues are payable upon admission to membership, and thereafter, annually on September 1 or at such other times as may be specified by the Board of Directors.

SECTION 3 - A member who fails to pay their dues by December 1 shall automatically be dropped from membership. Reinstatement of membership may be made by payment of dues.

SECTION 4 Compensation of Directors and Members. The League shall not pay compensation to Directors for services rendered to the League in their capacity as directors, except that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the League. Directors and members may be compensated for providing a demo at a general meeting or conducting a workshop. The Board is responsible for setting guidelines for assessing the artistic qualifications of directors and members to provide demos and workshops.

**ARTICLE V – MEETINGS**

SECTION 1 – Regular meetings of members may be held once monthly, on the first Tuesday except for the months of July and August.

SECTION 2 - Each member in good standing, present at a general meeting, shall be entitled to one vote on all matters placed before the membership. Motions placed before the membership, whether at a meeting or electronically disseminated, require two thirds of those voting to vote affirmatively in order to pass.

**ARTICLE VI – OFFICERS**

SECTION 1 - The officers of the League shall be the President, Vice-president, Secretary and Treasurer. Each candidate for office shall be selected by a nominating committee as defined in these by-laws, and voted into office at the May meeting. The term of elected officers shall be for one year and will be assumed the day following the June general meeting. All officers may be reelected to additional terms of office. The Board of Directors may appoint and designate the duties of such other officers as may be desirable but such appointive officers need not be members of the Board.

SECTION 2 - PRESIDENT: Shall be an active artist member as defined in these by-laws and shall preside at all meetings of the members and of the Board of Directors and in the case of an equal division on any question, shall cast the deciding vote.

 The President shall appoint all standing and temporary committees and the chairpersons thereof and shall be a member ex-officio of all committees.

 The President shall also appoint persons to serve out unexpired terms of officers and directors, if required, and subject to the ratification of the Board of Directors.

 The President shall represent the League to the public as the occasion arises, and shall be the chief liaison between the community at large and the League.

 The President shall approve all purchases made on behalf of the League and shall approve all bills payable, except routine bills which the Treasurer is authorized to pay on presentation. The President shall sign all checks in the absence of the Treasurer.

 At the end of his/her term of office, the President may continue to be a member of the executive board.

 At the general meeting in May the President, together with the Treasurer, shall give a report to the membership on the condition of the league.

SECTION 2 - VICE PRESIDENT: Shall act as general exhibition chairperson and shall be responsible for planning exhibitions with private and public entities as deemed suitable by the Board of Directors and these by-laws and shall have the authority to enter in to contractual agreement with said entities on behalf of the league. He/she may appoint specific individual members to chair a committee to run a specific exhibit and shall aid them in achieving a smooth operation of each venue

SECTION 3- SECRETARY: Shall keep minutes of all Board meetings, which shall be the official record of all business transacted. Shall report such minutes for approval at the following Board meeting. The Secretary may appoint another member in good standing to record the minutes of the meetings of the general membership.

 At the expiration of term of office, shall turn over to a successor all minutes recorded during his/her term, and shall submit a copy of all minutes to the President for the League archives.

SECTION 4 – TREASURER: Shall have charge of all League funds and shall deposit all funds to the credit of the League in such bank or depository as designated by the Board of Directors, and disburse the funds for all expenditures which shall have been documented in writing. He/She shall keep complete and accurate records of such receipts and expenditures and shall report to the Board of Directors at their regular meet. Other members of the Board of Directors may make deposits to the bank or depository and provide the Treasurer with receipts for such deposits.

 He/she shall act as liaison with governmental agencies in matters relating to the organizations tax exempt status, including completion of forms and financial reports for nonprofit and tax exempt organizations/corporations as required by law, either federal, state or local jurisdictions.

 Treasurer’s accounts may be audited at any time at the direction of the Board of Directors by a Certified Public Accountant or other qualified individual selected by the Board of Directors.

 At the expiration of his/her term of office, the Treasurer shall turn over to a successor all documents, books of account and general financial records pertaining to the League.

**ARTICLE VII – BOARD OF DIRECTORS**

SECTION 1 – The affairs of the League shall be managed by a Board of Directors composed of the above- named officers and the immediate past president who may serve on the board following his/her tenure. These officers so named shall comprise the EXECUTIVE BOARD. Additional members, not to exceed fifteen (15) in number, three(3) of whom shall be selected by the president, may be added to the Board of Directors at the officers’ discretion. All board members will be assigned a specific area of endeavor by the president.

 Selection of additional board members shall, to the extent possible, be based on the following criteria: 1) the individual should have an active interest in League functions and purpose and/or 2) has been a chairperson, past officer or board member; or 3) have other qualifications acceptable to the board.

 A majority of the Board of Directors shall always be active artists as defined in Article III, Section 2 of these by-laws..

Named Directors may include:

Newsletter

Demonstrations

New Member Liaison

Scholarships

Workshops

Library

Children’s Summer Art Camp

SECTION 2 - If for any reason, the office of any director becomes vacant, the directors in office, by a majority vote, may choose a successor who shall hold said office for the unexpired term. In filling a vacancy, artist members shall be replaced by artist members and lay members shall be replaced by lay members.

SECTION 3 - The Executive Board named in Section 1 of this Article shall have power to act with full authority in the name of the Board of Directors in respect to all matters of an emergency situation requiring immediate action. Five (5) members of this board shall constitute a quorum and shall be necessary to initiate any actions.

SECTION 4 – The Board of Directors shall work toward and assist committees and members in attaining the objectives as listed under Article II of these By-laws; shall raise funds or accept property for the sole purpose of covering expenses connected with the operation and promotion of the League; shall set into motion the proper venues for the adoption, amendment or repeal of these by-laws; shall be empowered to perform any other duties necessary to benefit and attain the objectives of the League.

SECTION 5 - Regular meetings of the Board shall be held at the discretion of the President upon three (3) days notice. No less than three (3) such board meetings shall be deemed adequate to properly conduct the business of the League.

 Special meetings of the board may be called by the president on three (3) days notice to each director.

 A majority of the entire number of directors shall be necessary to constitute a quorum for the transaction of business and any act of a quorum, shall be the act of the Board of Directors.

SECTION 6 - The term of office of each member of the Board of Directors shall correspond with their term as officer, committee chairperson or presidential appointment. In no event, shall their term cease before the June meeting.

SECTION 7 - Any director may resign their office at any time. Any one of the directors may be removed from office at any time, with good cause, as determined by the Board of Directors, by the affirmative vote of the majority of the board members at any board meeting or at a special board meeting called for that purpose. A successor may be elected in accordance with the provisions of Section 2 of this Article.

**ARTICLE VIII – COMMITTEES**

SECTION 1 - Standing Committees. The Board of Directors may create such other committees as it deems appropriate, and said committees shall have such powers and authority as the Board of Directors shall vest therein. The committee(s) may include:

 Nominating Committee;
 Budget Committee

SECTION 2 - Committee Chairpersons shall be appointed by the President. The Chairperson may select a committee if s/he wishes or a committee may be appointed by the President.

**ARTICLE IX – LEAGUE ACTIVITIES**

SECTION 1 – SHOWS: There will generally be at least two (2) shows each year.

SECTION 2 – SCHOLARSHIPS: The League shall award a minimum of $100.00 scholarship to area high school students at the May meeting (if League funds permit). Student recipients shall be selected by Art Director of high school(s), on basis of need, grades, ability and their commitment to continue their art education.

**ARTICLE X – DISSOLUTION**

SECTION 1 - Upon dissolution of the Corporation the assets shall be distributed, after payment of all debts, for one or more tax exempt purposes under Internal Revenue Code Section 501 (c)(3), a corresponding section of any future federal tax code, or shall be distributed to the Federal Government, to a State or Local Government, for a public purpose.

**ARTICLE XI – MISCELLANEOUS**

SECTION 1 – EXPENSE VOUCHERS: All expenses must be served in voucher form and a receipt to the treasurer. Specific reasons for expenses must be stated.

SECTION 2 – DISCRIMINATION: The Colonie Art League, Inc., does not discriminate on the basis of race, color, creed, marital status, religion, age, gender, sexual orientation or physical handicap in carrying out the purposes and programs for which the League was formed.

**ARTICLE XII – AMENDMENTS**

SECTION 1- These by-laws may be amended at any time by a vote of the Board. Such vote will require a quorum of the Board be present, and there must be a two-thirds (2/3) affirmative vote for proposed amendments to pass. Proposed amendments must be submitted to the Board 30 days before a vote is held.

**ARTICLE XIII – INDEMNIFICATION OF THE BOARD**

[SECTION 1- The officers of the League, including the Board of Directors, in accordance with the provisions of Section 722 of the Not-For-Profit Corporation Law, shall be indemnified for legal services. The corporation shall indemnify any officer or director who is made a party to an action or proceeding which any office of director of the corporation served in any capacity, or at the request of the corporation, for legal services, including attorney’s fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such officer or director acted in good faith for a purpose which he or she reasonably believed to be in the best interest of the corporation, and, in criminal actions or proceedings, in addition, no reasonable cause to believe that his or her conduct was unlawful.

**Approved by the membership at a general meeting, January 7, 2020**Barbara Via, Secretary