

New Braunfels Art League Constitution & Bylaws 2023

CONSTITUTION

ARTICLE I: NAME

The name of this organization will be the New Braunfels Art League (NBAL).

ARTICLE II: MISSION STATEMENT

The New Braunfels Art League was established: (1) to promote the visual arts in New Braunfels, Texas; (2) to educate the community about art; to share the arts with each other and the community; (4) to allow access to teachers, workshops, classes, field trips, library, gallery and the companionship and ideas of other artists; (5) to promote the visual arts to children and adults and (6) to contribute toward making New Braunfels a cultural art center.

ARTICLE III: EXECUTIVE BOARD / OFFICERS

Section 1: The Executive Board will consist of all elected officers. They will make all appointments and conduct other business as required of the elected officers and as specified for the Executive Board in Article IV of Bylaws.

Section 2: Elected officers of this organization will consist of a President, 1st Vice President, 2nd Vice President, 3rd Vice President, Secretary, Treasurer, Assistant Treasurer, and Parliamentarian.

Section 3: The position of President Emeritus has been named to honor a past president, who has shown exceptional leadership and devotion to NBAL. This is a lifetime position of honor appointed by the Executive Board with dues paid for life and full voting privileges.

ARTICLE IV: TEAM BOARD / TEAM LEADERS

Section 1: The Team Board will consist of all elected and appointed officers and all Team Leaders. The business of the organization will be conducted by the Team Board except as specified for the Executive Board.

Section 2: The Team Leader positions will be determined by the Executive Board. These positions may be added/deleted/changed as workload requires for the management of NBAL, but the changes must be approved by the Executive Board prior to filling. These members will attend Team Board meetings and have the power to vote at the Team Board meetings. Twelve (12) members shall constitute a quorum.

Section 3: Team Leaders may (and are encouraged to) recruit non-voting assistants and may request assistance from Executive Board members in doing so. Assistants may attend meetings but may not vote.

ARTICLE V: BYLAWS

This organization will be governed by the provisions of a code of Bylaws to be adopted simultaneously with this Constitution.

ARTICLE VI: AMENDMENTS

This Constitution (and these Bylaws) may be amended or revoked by a two-thirds vote of the members present and voting at a regular general or special meeting; the proposed amendments having been read at the previous meeting or emailed to each member of NBAL to be received at least one week prior to the day when they will be acted upon.

BYLAWS

ARTICLE I: MEMBERSHIP

Section 1: General Members will consist of artists actively engaged in creating original art works, persons interested in the Visual Arts, and companies who are interested in supporting the Visual Arts. Annual dues must be current. Membership is open to all people and is not limited by race, creed, or ethnic group. General Members will receive current NBAL Newsletters, may attend and vote at General Meetings, and may participate in all Special Shows. If participating in a Special Show, the General Member must schedule a workday as a docent

for the month of the show.

Section 2: Displaying Members will consist of artists actively engaged in creating original art works, are current with their annual membership dues, have undergone the jury process and have been accepted (all Displaying Members prior to January 2005 are grandfathered), are working a total of 12 days yearly for NBAL, and have paid the annual displaying fee. Displaying Members should be aware that they are allotted 150 inches of display space and that NBAL will retain 25% of all gallery sales. When entering a NBAL Special Shows, they are not limited to the media that they are approved (juried) for, but may submit any media they are working in.

Section 3: To maintain the status of Displaying Member, the artist must not have dropped their membership at any time, have remained current with membership dues and displaying fees, and is continuing to work the 12 days yearly for NBAL.

If at any time the Displaying Member is unable to fulfill the obligated workdays due to illness, death/illness in the family, or emergency extended travel, they must contact the 1st Vice President and Gallery Staffing to let them know that they will be absent from their work position and pull all their artwork from the gallery. The Displaying Member must continue to pay both their NBAL Membership dues and their Displaying Fees and will be labeled as an Inactive Displaying Member. The inactive artist may participate in NBAL Special Shows but must pay the fee currently set in place in the gallery rules to fulfill the workday requirement. To become an Active Displaying Member again the member must contact 1st Vice President and Gallery Staffing and resume a work position. The artwork may then be placed back into the gallery. If at any time the Displaying Member stops paying their NBAL Membership dues and/or their Displaying Fees, they must go through the Jury Process again to regain their displaying status.

Section 4: Membership dues and displaying fees are due and payable on or before December 31 at the rate established by the Executive Board. Failure to pay by December 31 will exclude the person from the yearbook and late fees will be assessed beginning January 1. Dues and fees paid on or after October 1 of the year constitute dues and fees paid for the following year. All membership applications will be handled by the Membership Team Leader.

Section 5: All members will abide by the NBAL Bylaws and Gallery Rules, as determined by the Executive Board.

ARTICLE II: MEETINGS

Section 1: NBAL will meet at a date, time, place, and by method to be determined by the Executive Board. The meeting schedule for the calendar year shall be available to the membership in the Newsletter and on the NBAL website. The President, at the recommendation of the Executive Board, may call a meeting of the general membership whenever necessary. A minimum of twenty members present at this general meeting constitutes a quorum.

Section 2: A meeting of the Team Board will be held on a regular basis to be designated by the President, with approval of the Executive Board.

Section 3: All papers read at these meetings will be delivered to the Secretary and will become the property of NBAL.

Section 4: Voting by E-Mail (Electronic) may be used by the Executive Board as outlined in the Gallery Rules, when necessary, between scheduled board meetings.

ARTICLE III: ELECTIONS

Section 1: The President will recommend, subject to approval of the Executive Board, a Nominating Committee by the July meeting with the Parliamentarian as Chairperson. This committee will nominate candidates for the offices of the President, First Vice President, Second Vice President, Third Vice President, Secretary, Treasurer, Assistant Treasurer, and Parliamentarian and present nominees to the Executive Board at the August Meeting.

Section 2: The slate of candidates will be presented at the general meeting in September, published in the October newsletter and be voted on by the membership at the November general meeting. Nominations also can be made from the floor at the November general meeting, with the approval of the person being nominated.

Section 3: Newly elected officers will formally be installed at the January general meeting, but will take office on January first.

Section 4: Team Leaders will be recommended and approved by the Executive Board. Suggestions for Team Leaders may be made by the members to the Executive Board. Newly appointed Team Leaders and Directors will take office on January first.

Section 5: The term of office for Officers and Team Leaders will be one year, with a limit of three consecutive terms. Waivers can be granted by the Executive Board and the membership will be officially notified. After an absence from a particular office for one year, a member is again eligible for election.

Section 6: Election will be by ballot except where there is only one nominee for an office in which case the election can be by voice. A majority vote by the members present and voting will constitute an election. By January, after the election, all records, papers, etc., pertaining to that office will be provided to the new officer.

ARTICLE IV: VACANCIES AND REMOVAL OF AN EXECUTIVE BOARD MEMBER

A vacancy of an Executive Board member position created prior to the expiration of his/her term will be filled by the affirmative vote of the majority of the remaining Executive Board members, including the President. An Executive Board member so appointed to fill a vacancy is appointed for the unexpired term of the member's predecessor in office. Any Executive Board member may be removed, with cause, by the affirmative vote of a 3/4 majority of all remaining Executive Board members, including the President. Any Executive Board member may be removed for: pg. 4 1. unexcused absences from required meetings; 2. failure to perform those duties for their position under Article V: Job Responsibilities of Officers; 3. moral turpitude (theft, felony conviction, plagiarism and similar); or, 4. bad acts and violations of the Code of Conduct. Executive Board members are held to a higher standard than general members. Any Executive Board member whose removal is sought will be given notice prior to any meeting called for that purpose. Upon removal of an Executive Board member, a successor can be elected by a majority vote of the remaining Executive Board members. An officer elected to fill a vacancy shall be elected for the unexpired term of the previous officer. Any office to be filled by reason of an increase in the number of officers shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

ARTICLE V: JOB RESPONSIBILITIES OF OFFICERS

Section 1: Duties of the Executive Board will be to conduct all business of NBAL. The Executive Board is responsible for filling all vacancies that occur.

- a. **President** presides at all Board and general meetings of the organization. Prepares agendas for each meeting, conducts all meetings according to the established rules of parliamentary procedure, facilitates all fund-raising and grant writing to support NBAL projects, promotes NBAL by serving as the spokesperson and making presentations to organizations and community groups, chairs Building Renovation Projects and on-going building upkeep. Exercises authority not otherwise vested.
- b. **First Vice President** presides in the absence of the President. Manages and oversees the running of the NBAL Gallery. Provides leadership in facilitating gallery staffing, and docent training sessions. Works to maintain and keep gallery desk information, rules and instruction sheets up to date. Monitors the overall appearance of the gallery, and docent work areas. Oversees scheduling and planning for any special events to take place within the gallery. Promotes sales by presenting the art in an organized manner, using attractive displays and merchandising methods
- c. **Second Vice President** presides in the absence of the President and First Vice President. Directs the administration of the Jury Process and Special Shows, which includes the development of a jury/special shows schedule for the upcoming year by September of each year, updating all needed paperwork, and working with the Third Vice President to coordinate ads, notifications to other art organizations, and publicity for these events. Coordinates with Treasurer and Membership Team Leader when needed, as well as the appointment and management of Submissions Team Leader, Show Chairpersons, and Receptions Team Leader. Provides all NBAL officers with updated information on newly juried members and winners of shows. Oversees the Artist of the Year competition and show.
- d. **Third Vice President** presides in the absence of the President, 1st Vice President, and 2nd Vice President. Actively searches out sponsors and publications to support/advertise NBAL activities. Manages all of the advertising and publicity for the NBAL Gallery, as well as all special shows. Creates and maintains all NBAL signage, posters, fliers, and postcards. Monitors the upkeep of the NBAL website and social media.
- e. **Treasurer** receives all monies due the organization, pays bills and debts incurred by the organization with approval of the Executive Board. Keeps accurate accounting records and makes a report of same at Board Meetings. and report totals at the general membership meeting. Maintains and manages bank

accounts, provides financial information for grants. Prepares reports for city HOT funds grant. Processes memberships and forwards reports on such to team leaders. Pays and processes quarterly tax reports. Maintains credit card processor account and machine. Submits form to State of Texas for elevator registration. Purchases supplies for office. Manages workshop fees with team leader and pays workshop teachers.

- f. **Assistant Treasurer** assists Treasurer in receiving monies due the organization, assists with posting of QuickBooks. Attends monthly Executive and Team Board meetings and assists the Treasurer as needed.
- g. **Secretary** records and maintains minutes from all Executive Board meetings, Team Board meetings, and General Member meetings and forwards a draft version of minutes to appropriate parties for review and correction prior to the next scheduled meeting. During which the final version of minutes will be voted on for approval by the members and filed in the treasurer's office as official business of the NBAL. Monitors the writing of Client/Guest E-Mail Communications. Writes correspondence as needed.
- h. **Parliamentarian** enforces Robert's Rules of Order at all meetings; keeps an up-to-date copy of the Constitution and Bylaws as needed. and Gallery Rules governing NBAL. Oversees revisions of the Constitution, Bylaws and Gallery Rules of NBAL, as needed. Serves as Chairperson of the Nominating Committee. Oversees the NBAL contact with the Chamber of Commerce and The Greater NB Art Council. Monitors the upkeep of the NBAL scrapbook. Works with the Membership Team Leader to proof and correct membership and NBAL related rules and bylaw changes and information to be printed in the NBAL Yearbook. Performs other assignments as assigned by the President
- i. **President Emeritus** serves in an advisory capacity to the Executive Board, attends all meetings, votes on issues, and enjoys the privileges of NBAL without payment of dues.

Section 2: Elected Officers are authorized without prior approval to make expenditures, which are considered routine in the performance of their NBAL office not to exceed \$200. Non-routine expenditures over \$200 require approval by the Executive Board. Expenditures over \$1,000 must be approved by the Executive Board.

Section 3: Three Executive Officers will be designated to sign all checks, the President, Treasurer, and one other Executive Board member, as determined by the Executive Board. In addition, the member of the Finance Team authorized to write artists' checks may sign them. The President or other persons designated by the Executive Board can be issued credit cards.

Section 4: The only officers who may sign contracts for NBAL will be the President or the Treasurer. Any other officers who accept this liability must be prepared to reimburse NBAL for expenses incurred as a result of their signatures.

ARTICLE VI: COMMITTEES

The Executive Board can appoint a standing committee on Constitution and Bylaws and a qualified Auditing Committee to audit the books at the end of the year or any other time deemed necessary.

ARTICLE VII: HOURS OF OPERATION

Section 1: Hours of business and operating schedule will be determined by the Executive Board.

Section 2: All Displaying Members are required to work at the gallery one day a month. Specifics are outlined in the Gallery Rules.

ARTICLE VIII: EXHIBITION

The Executive Board will approve all planned events/special shows including the dates, hours, places, entry fees, prizes, commissions, and number and size of pieces for all shows.

The Executive Board reserves the right to reject any exhibit deemed not suitable. Commercial exhibits will be barred. Agents are prohibited from doing business on behalf of artists. An artist may display only his/her own work.

ARTICLE IX: RULES OF ORDER

The deliberation, debate, and discussion of all questions during meetings of NBAL shall be governed by parliamentary usages as contained in the current edition of Robert's Rules of Order.

ARTICLE X: DISSOLUTION

In the event of dissolution of this organization at any time or for any reason, all of the funds and assets of this organization will be disbursed to any one or more organizations or institutions as determined by a majority of the members. The receiver of such funds must be wholly of a public nature, non-profit and engaged in education and/or charitable pursuits. No contributor shall ever derive any financial gain from this organization or its dissolution.

ARTICLE XI: MEMBERSHIP GRIEVANCES AND CODE OF CONDUCT

Section 1: Conflict and Resolutions

Any conflicts or issues may be brought before the Resolution Committee. The Resolution Committee will be appointed by a majority of the Executive Board and will consist of at least three Executive Board members and/or Team Board members. A resolution will be decided by the majority of the Resolution Committee. Anyone directly affected by the decision of the Resolution Committee may have a one-time appeal to the Executive Board. The Executive Board will make, by majority rule, a final decision. There is no other appeal process. Any member of NBAL, by virtue of joining, agrees to abide by the Bylaws.

Section 2: Loss of Membership

A member of NBAL may be denied the privilege of belonging to NBAL and dropped from its rolls for:

- a. **Nonpayment of dues.** A member who has been dropped from the rolls of NBAL for nonpayment may be reinstated upon application and payment of current dues, and approval of the Executive Board. Displaying members who have dropped both the membership fee as well as the displaying fee must re-jury at the next jury event and pay the jury fee and regular dues in the same manner provided for the admission of new members. If the Displaying Member has maintained their membership fees, but has stopped the payment of their displaying fee, and has continued to work their 12 days for NBAL, they will not have to re-jury and may begin to display again when they have paid the displaying fee.
- b. **Infraction of NBAL rules.** An NBAL member may be subjected to disciplinary action for violation of any of the provisions of the Constitution, Bylaws, rules, or other governing documents of NBAL.
- c. **Conduct unbecoming a member of NBAL.** Any member of NBAL may be expelled as a disciplinary action for conduct, which in the opinion of the Executive Board, is improper and prejudicial to the best interests of NBAL.

Section 3: Code of Conduct

The New Braunfels Art League is a community-based organization dedicated to the promotion and education of the arts with the aim of contributing toward making New Braunfels a cultural arts center. Toward this end, participation in the organization's activities is subject to the observance of its rules and procedures.

Members of this organization must not:

- Use abusive language towards a member, customer, or other participant.
- Possess, use, or be under the influence of illegal drugs while involved in any NBAL activity.
- Bring onto NBAL property dangerous or unauthorized materials such as explosives, firearms, weapons, or similar items.
- Harass (verbally, sexually, physically, or visually) another member, customer, or other participant.
- Use or threaten violence toward any individual or group.
- Endanger the life, safety, health, or well-being of others.
- Fail to follow any NBAL Bylaw or Gallery Rule.
- Bully or take unfair advantage of anyone.
- Fail to cooperate with co-workers, Executive Board members, or Team Board members.

Section 4: Complaints and Professional Conduct Proceedings

- a. A complaint against any member alleging an infraction of the rules or conduct unbecoming a member of NBAL shall be submitted in writing to the Executive Board. The Board will make a decision within one week. The Executive Board shall have the right to drop said member from the rolls of NBAL and suspend or deny any privileges associated with membership.
- b. Professional Conduct Proceedings will result in one (1) of the following: exoneration, letter of admonition, suspension, or expulsion, which may include additional disciplinary actions. **No dues or displaying fees will be returned** for any of the stated results.

Section 5: Expulsions

- a. An NBAL member who has been expelled or suspended from NBAL membership shall not serve on any committee or be allowed any of the rights and privileges of membership in NBAL.
- b. A former member of NBAL, separated by expulsion proceedings, shall not be reinstated except by majority vote of the Executive Board. If the vote is favorable and the former member would like to be a displaying member, he or she must apply, be juried, and be assigned a workday based on needs.