

BY-LAWS

HARFORD ARTISTS' ASSOCIATION, INC.
ORGANIZED 1967
INCORPORATED 1970
REVISED BY-LAWS
EFFECTIVE APRIL 25, 2023

ARTICLE I General

Section 1: Name

The name of this organization shall be The Harford Artists' Association, Inc., hereinafter referred to as the "Association."

Section 2: Purpose

The purpose of the Association is to promote interest in and appreciation of art in Harford County, Maryland by:

1. Conducting and enhancing educational programs and activities in the visual arts through art lectures, demonstrations, workshops, and community projects and as such, is exempt from taxation under IRS code 501(c)(3).
2. Encouraging members in expanding their artistic abilities, and
3. Providing to our members opportunities to present their artworks for display and educational purposes.

In support of these purposes, the Association may:

1. Conduct fundraising activities
2. Receive and dispose of gifts and bequests of money, works of art and other articles of use and value, and
3. Do all things necessary and incident to the above-mentioned purpose.

No pecuniary gain or profit, incidental or otherwise, to members of the Association is contemplated in the activities in support of this purpose.

Section 3: Limitation of Methods

The Association shall observe all local, state and federal laws which apply to a non-profit organization and shall comply with requirements of Section 501(c)(3) of the Internal Revenue Code.

Section 4: Non-Discrimination

The Association shall not discriminate against any person on the basis of age, sex, race, color, national origin, sexual or affectional preference, disability, or political or religious opinion or affiliation in any of its policies, procedures or practices. This policy of non-discrimination covers all programs and activities including, but not limited to membership, financial aid, educational services, and employment.

ARTICLE II

Membership

Section 1: Eligibility

Membership in the Association is open to anyone who is in agreement with the purpose of the Association, who wishes to support the visual arts and/or participate as an artist. An individual may become a member by submitting a Membership Application and payment of dues. A member must be at least 18 years of age to vote and/or hold office.

Section 2: Categories of Membership

Categories of membership in the Association are Individual, Family, Student, Youth and Lifetime.

- A. **Individual:** An Individual member may exhibit in members' only shows, display at the gallery and all other Association-related exhibits, be listed in the artist directory and be entitled to discounts on classes and seminars when applicable.
- B. **Family:** A Family membership includes the spouse/partner, children and adult family members residing in the same household. Family members receive full rights and privileges granted Individual members; however, children under 18 do not have voting privileges and members under 15 are required to be accompanied by a responsible adult when attending HAA functions.
- C. **Student:** A Student member must be enrolled as a full-time student and has all the privileges of an individual or family member. Students under 18 do not have voting privileges and under 15 are required to be accompanied by a responsible adult when attending HAA functions.
- D. **Lifetime Member:** Lifetime membership may be granted to those members who are 80 years of age or older, have been a member for a minimum of 10 years. The Executive Board will review recommended candidates and have the final authority to designate a lifetime member. Lifetime members are exempt from paying dues; however, all other fees apply.

Section 3: Dues

Annual dues cover the period from January 1 through December 31 and are due no later than January 31 of each year. Dues paid between January 1 and June 30 will be for the current calendar year. Dues paid between July 1 and October 31 will be pro-rated at 50% of annual dues and be applied to the current calendar year. Dues paid during November or December will be 100% of upcoming annual dues (13 or 14 months) and will cover the next calendar year. Annual dues are subject to change by a majority vote of the members present at any Board meeting.

Section 4: Termination

A member shall be dropped from membership for non-payment of dues. Dues are in arrears after January 31st, annually, after which delinquent name(s) will be dropped from the active roster. Any member may be expelled for just cause shown by majority vote of the full Board. No member may be expelled without the opportunity to be heard by the Executive Board.

ARTICLE III
Membership Meetings

Section 1: Business Meetings

The Association shall hold an annual general membership meeting. The meeting shall take place in the month of April, May or June. The specific time, location, and date shall be published no less than two weeks in advance. The meeting and subsequent program are open to members and a guest.

Section 2: Special Meetings

Special business meetings of the Association may be called by the President at any time. Business transacted at special meetings of the Association shall be confined to the objectives stated in the call and matters related thereto. Written notice of special meetings of the Association, stating purpose, time and place, shall be distributed to each member at least seven (7) days before such meeting. Additional meetings may be arranged for social activities and holiday celebrations.

Section 3: Quorum

A quorum shall be fifteen active members, four of whom must be members of the Executive Board. A simple majority is required for all decisions at the annual general membership meeting and special meetings, except for amendments to these by-laws, for which a two-thirds vote is necessary.

Section 4: Voting

Members may cast their votes in person or by written proxy. Votes cast by written proxy shall be cast in conformance with law regarding proxy voting. Proxy votes shall be counted in determining the presence of a quorum.

ARTICLE IV
Officers and Executive Board

Section 1: Responsibilities

The policy-making responsibilities of the Association shall be vested in the Executive Board, which shall be responsible for its finances and direct its affairs. Committees shall be established to assist in directing the affairs and finances of the Association.

Section 2: Membership of the Board

The Executive Board shall consist of:

- A. The elected officers of President, Vice-President, Secretary, and Treasurer. A person employed by the Association may not concurrently hold an elected position on the Board. A term of office shall be for two years, or until a successor is elected or appointed. The President shall not be eligible to serve more than two terms in that same office except after an interval of two years. All other officers are eligible to be re-elected and/or re-appointed.
- B. The Immediate Past President, who shall continue as a voting member of the Executive Board as long as his/her successor retains the position of President.
- C. The Chairs of the Standing Committees. (see Article V).
- D. Two Members-at-Large
- E. A youth member may be appointed at the discretion of the Board as a non-voting member in order to provide experience for the individual and to make his/her insights available to the Board.

Section 3: Employment

If an individual or any member of that individual's immediate family (parent, grandparent, child, grandchild, sibling, spouse, domestic partner) is employed by the Association, that individual is disqualified for serving on the Board, unless the Board evaluates the situation against any conflict of interest and determines that it is in the best interest of the Association for that individual to continue serving or be chosen to serve on the Board.

Section 4: Qualification

Each member of the Executive Board must be an active member in good standing and must have agreed to accept the responsibilities of the position.

Section 5: Duties

- A. **President:** The President shall preside at all meetings of the Executive Board. The President shall, with advice and counsel of the Executive Board, select all committee chairpersons and assist in the selection of committee personnel. The President shall be an ex-officio member of all committees.
- B. **Vice President:** The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President.
- C. **Secretary:** The Secretary shall keep the minutes of all meetings of the Association and of the Executive Board, shall oversee the maintenance of a permanent record of the minutes in Association storage, and shall ensure the issuance of notices. The Secretary shall also serve as the Association Historian.
- D. **Treasurer:** The Treasurer shall maintain control of all bank accounts of the Association as directed by the Executive Board. The treasurer shall prepare and present a monthly Treasurer's Report showing the financial condition of the Association at the Executive Board meeting and at member Business meetings. The Treasurer shall maintain an accurate list of members, including addresses and telephone numbers, and shall advise the Membership Chair. The Membership Chair shall notify the appropriate personnel of the members who are no longer in good standing.

Section 6: Elections

- A. **Elected Board Members:** The Offices of President, Vice-President, Secretary, and Treasurer shall be elected by the Association.
- B. **Nominating Committee:** A biennial nominating committee of three members in good standing, one of which shall be designated as Chairman, shall be appointed by the President early in January in even-numbered years. No later than March 5, the Nominating Committee shall present to the President a slate of candidates to replace the elected Board members whose terms are expiring.
- C. **Publicity of Nominations:** Upon receipt of the report of the Nominating Committee, the President will ensure that the membership is notified of the slate of candidates. The notification shall be announced at least three weeks prior to the Annual Members' meeting.
- D. **Election:** Election of officers is held in even-numbered years. The election shall be held at the annual general membership meeting. The election shall be by secret ballot if there is more than one candidate for any position. Members may vote on the appropriate form. Results of the election will be made available to the membership within thirty (30) days of the election.
- E. **Seating of the Newly Elected Board Members:** All newly elected Board Members shall be seated at the regular Executive Board meeting in June. Retiring members of the Board shall continue to serve until June 30st.

F. **Quorum:** (See Article III, Section 3.)

Section 7: Executive Board Meetings

Regular meetings of the Executive Board shall be held monthly or as determined by the President, with a minimum of ten (10) meetings each year. Date, time, and location of the Executive Board meetings shall be recommended by the President. Special meetings of the Board may be held at the call of the President. Any Board member may request the President hold a special meeting to discuss urgent or time-sensitive issues.

Section 8: Quorum

A majority of members of the Executive Board shall constitute a quorum at regular and special Board meetings.

Section 9: Voting at Board Meetings

Elected officers, the Immediate Past President, the Standing Committee Chairpersons, and the Members-at-Large have voting privileges. The Youth Member, if applicable, is not a voting member. An employee of the Association acting as a Chairperson of a committee is disqualified from voting on matters affecting their position unless the Board determines that is of the best interest of the Association.

Section 10: Resignations

If a voting member of the Board should choose to resign, he/she is required to submit a “letter of resignation” to that effect to the Board for inclusion in the minutes.

**ARTICLE V
Committees**

Section 1: Standing Committee

The following shall be Standing Committees. The Chairpersons shall be appointed by the President or the Executive Board unless specified otherwise in the by-laws.

- Publicity and Public Relations
- Website
- Programs and Events
- Workshops
- Facilities and Equipment
- Membership
- Gallery
- Development

The chairperson of these committees shall be voting members of the Executive Board (see Article III, Section 9).

Section 2: Special and Sub-Committees

Special committees and/or sub-committees of standing committees may be formed as deemed necessary. Chairpersons of Special and Sub-Committees shall not be voting members of the Executive Board, but shall be invited to attend Board meetings for informational purposes during the period of the activity of their committee functions.

ARTICLE VI

Finances

Section 1: Funds

All money paid to the Association shall be placed in a general operating fund or in a designated account.

Section 2: Disbursement

Disbursements shall be by check or electronically. The Treasurer and another officer of the Association or an authorized person as directed by the Executive Board shall be empowered to sign checks for the Association or initiate electronic payments as needed.

Section 3: Fiscal

The fiscal year of the Association shall begin July 1 and end June 30.

Section 4: Budget

Prior to the end of each fiscal year, the Treasurer shall prepare a budget of estimated revenue and expenses for the coming year and submit it to the Executive Board for its approval.

Section 5: Annual Review

The accounts of the Association shall be reviewed annually by a qualified third party and approved by the Executive Board at the close of business on March 31st. The review shall be available to members of the Association.

Section 6: Bonding

Any member of the Association authorized to sign checks or to manage investments, and any other officer the Board may designate, shall be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by the Association.

ARTICLE VII

Property Rights

Section 1: Property Rights

No member shall have any property rights in the assets of the Association.

Section 2: Dissolution

If the Association shall be dissolved by majority vote of the active members at a meeting called for that purpose, or, in the event of the sale, liquidation, dissolution or winding up of the Association, whether voluntary, involuntary, or by operation of law, the Executive Board, after paying or making provision for the payment of all liabilities of the Association, shall transfer the assets of the Association to an educational, cultural, charitable or other non-profit organization or organizations operating in the county of Harford as they will determine, provided, however, that such organization or organizations are exempt public charitable organizations under the provisions of Section 501(c)(3) of the Internal Revenue Code and are described in Section 509(a)(1), (2) or (3) of the Code. Should the Association fail in its task under this Article, the Court of Common Pleas in which the principal office of the Association shall be located at the time of the sale, liquidation, dissolution or winding up of the Association shall provide for the distribution of the net assets of the Association consistent herewith. Whether during its existence or upon the sale, liquidation, dissolution or winding up the Association, no portion of the assets of the Association, including any surplus funds, shall inure to the benefit of any person, including any director or officer of

the Association or any enterprise organized for profit. The Association shall have no authority to act and shall not act in contravention of its status of a Section 501(c) (3) public charity.

ARTICLE VIII
Parliamentary Authority

Robert's Rules of Order newly Revised shall govern the proceedings of this Association in cases not provided for in these by-laws.

ARTICLE IX
Amendments

These by-laws may be amended by a two-thirds vote of those present at either the annual general membership meeting or a special membership meeting called by the President for this purpose. Written notice detailing the changes proposed to the by-laws shall be sent to the membership at least two weeks prior to the meeting at which the vote will be taken. The Executive Board may authorize rules and conditions for a mail-in ballot when feasible.

NOTE: THESE REVISED BY-LAWS SUPERCEDE ANY AND ALL PRIOR BY-LAWS FOR THE HARFORD ARTISTS ASSOCIATION, INC.

These revisions in their entirety were adopted by the Harford Artists' Association, Inc. in accordance with Article IX by two-thirds vote of the members present during the 25 April 2023 annual members' meeting.