

South Bay Art Association

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631-256-SBAA

ARTICLE I – TITLE

The name of this organization shall be South Bay Art Association, herein after known as SBAA, a not-for-profit organization operating under Section 501 (c) (3) of the IRS code.

ARTICLE II – PURPOSE AND OBJECTIVES

The PURPOSE of the Association is to educate and encourage both the creation and appreciation of the arts among all artists and the community.

OBJECTIVES:

- A. To bring together persons who are interested in art and to form a social and educational organization for the interest of our community.
- B. To promote the understanding and appreciation of art among the people of the area through art shows, displays, programs, and other means.

ARTICLE III – MEMBERSHIP

MEMBERSHIP shall be open to those interested in the purpose of the Association to promote creativity and interest in the arts. Membership shall be in the following categories: Adults over 18 and Students age 16-18.

- A. ELIGIBILITY consists of interest in the purpose of the Association, written application and payment of dues.
- B. DUES ARE PAYABLE to the South Bay Art Association no later than December 31. Any dues paid after the first of November will be waived for the balance of that year, and considered the dues paid to apply to the following year.
- C. HONORARY MEMBERSHIP is bestowed by the Board of Directors upon persons who have made outstanding contribution to the Association. HONORARY MEMBERS have full privileges, but pay no dues.
- D. REORGANIZATION MEETING: The meeting will be held in November at the regular Membership Meeting to elect Officers and Trustees and transact any other business as

- may be in order. Notification of the Reorganization Meeting shall include detailed recommendations of the Board of Directors concerning the business to come before the meeting and shall include a slate of nominees. Notification must be in the hands of the Membership at least five days prior to such meeting. Additional nominations may be made from the floor by ten or more members present with the approval of the nominee. A majority vote of those present determines election of Officers and Trustees.
- E. SPECIAL BUSINESS MEETING of the Membership may be called by a written notice to the Membership at the direction of the President, or upon petition of ten members. No business other than that specified in the notice of the meeting is to be transacted at such a special meeting.
- F. REVISION OF CONSTITUTION OR BY-LAWS: Any revision or amendment to the constitution or By-Laws requires a super majority of the board, which will consist of two-thirds (2/3) of all sitting Board Members and a simple majority of attending members. The proposed change(s) must be in the hands of the Membership at least two weeks prior to the monthly meeting at which the vote is to be taken.

ARTICLE IV – OFFICERS

1. THE PRESIDENT prepares the agenda and presides at the meetings of the Board and the Membership. He/She may appoint committees as needed. He/She is an ex officio member of all committees. He/She presents a summary report of the year's activities at the Annual Meeting. After the election of officers at the Annual Meeting the outgoing president convenes a joint meeting of the newly elected board and the previous board for the purpose of conducting an orderly transfer of materials and information.
2. THE VICE PRESIDENT presides at SBAA meetings in the absence of the President, assists the President and performs such duties as may be assigned to him/her by the President and by the Board of Directors.
3. THE SECRETARY shall be responsible for recording and maintaining the minutes of all Board and membership meetings and for relevant correspondence.
4. THE TREASURER shall be the chief board officer of SBAA, who shall be responsible for the care and custody of all SBAA funds: shall render a financial statement at each meeting of the Board, shall have responsibility for all funds and securities of SBAA in such banks,

trust companies or safe deposit vaults as the Board may designate. He/she shall keep current books of accounts of all distributions and transactions, and such other books of accounts as the Board may require. He/she shall do and perform all duties incident to the Office of the Treasurer. His/Her account may be audited yearly by an auditor appointed by the Board. He/She prepares an itemized financial summary for the current year and projected expenditures for the new year to be available for the joint meeting of Boards in January. When required, he/she will facilitate a return to the Internal Revenue Service. The Treasurer is responsible with the President for arranging for insurance coverage of all events, exhibits, workshop and keeping a file of all insurance policies.

5. FIVE BIENNIAL TRUSTEES: TRUSTEES assist Officers in planning and executing various operations of the organization. They may serve on specific committees to act as liasons of the Board at the request of the President.
 - A. Any officer may serve as a member of any committee. The President shall be an ex-officio member of all standing and special committees.
 - B. Any officer may be removed by the Board with cause following a hearing at any time upon the vote of two-thirds of the Board that constitute a quorum as it is then constituted.
 - C. A vacancy in any office because of resignation, removal, disqualification, death or otherwise, may be filled by the Board for a term that shall expire at the end of the current fiscal year.
 - D. In case of absence of any officer of the organization, or for any reason they may deem appropriate, a majority of the Board constituting a quorum as it then exists may delegate for a period of time to be set forth by the Board, any powers or duties of any Officer to any other Officer.
 - E. No member of the Board of the organization shall be liable for any acts on behalf of the organization or any omissions with respect to the organization omitted by any such person, except for their own willful of wanton misconduct, fraud or gross negligence.
 - F. Officers of any type of the organization shall stand in a fiduciary relationship to the organization and shall perform their duties as an Officer in good faith, in a manner they reasonably believe to be in the best interest for the organization and using such care as a person or ordinary prudence would use under similar circumstances. Absent a

breach of fiduciary duty, lack of good faith, self-dealing, willful misconduct or recklessness, actions taken by an Officer or any decision to take no action, shall be presumed to be in the best interests of the organization.

- G. Officers and Members shall receive no compensation for their services other than justified reimbursement of reasonable expenses submitted in writing and approved by the Board.

ARTICLE V – MEETINGS

BOARD MEETINGS shall be held on the second Thursday of the month at 6:30 pm. The Board shall meet at least ten times per year on a regularly scheduled basis.

ARTICLE VI – COMMITTEES AND CHAIRMEN

A QUORUM shall consist of not less than five members of the Board.

STANDING COMMITTEES

Standing Committees shall include the following:

- A. **NOMINATING COMMITTEE:** (Exists from September to January of the year) With the approval of the Board of Directors, the President appoints a Nominating Committee chair. The NOMINATING COMMITTEE consists of three Members, including the Chair. One committee member must be a member of the Board. Its duties are to nominate candidates for Officers and Trustees, reporting such nominations at the Reorganization Meeting.
- B. **SCHOLARSHIP / FUNDRAISING COMMITTEE**
- C. **MEMBERSHIP / SUNSHINE COMMITTEE:** The Membership Committee will be responsible for reviewing all applications and making recommendations of approval or denial.
- D. The Board may create additional committees on an as needed basis for the express purpose of fulfilling the current needs of the organization.

NOTE: In the event of dissolution of the SOUTH BAY ART ASSOCIATION, all New York State regulations shall apply.