

LYME ART ASSOCIATION, INC. BYLAWS

Revised October 7, 2009

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ARTICLE I: TITLE, DESCRIPTION, PURPOSE, & GOVERNANCE

Section 1 Title and Description

The Lyme Art Association, Incorporated is referred to in these bylaws as the "Association" or the "LAA". The Association is a Connecticut non-stock, non-profit, corporation, tax exempt under Section 501(c)(3) of the Internal Revenue Code. The principal office shall be in the Town of Old Lyme, Connecticut.

Section 2 Purpose

To advance the cause of representational Fine Arts by owning, maintaining, and preserving an historic Gallery in the Town of Old Lyme, Connecticut, holding Art Exhibitions, and conducting educational programs for the benefit of the local community and general public; and in doing so, to receive and apply funds exclusively for charitable, religious, scientific, literary, or educational purposes under Section 501 (c) (3) of The Internal Revenue Code.

Section 3 Governance

The Association shall be governed by these bylaws which supercede prior bylaws. Any bylaw inconsistent with the Articles of Incorporation shall be without effect. Roberts Rules of Order shall be used as a guideline for meetings of the Association.

ARTICLE II: MEMBERSHIP

Section 1 Categories

1.1 The members of the Association shall consist of the following categories: Elected Artist Members, Associate Artist Members, Individual/Family Members, and Life Members.

1.2 Only Elected Artist Members shall comprise the Voting Members for purposes of these Bylaws. They shall have the right to vote at Membership Meetings.

Section 2 Elected Artist Members

Elected Artist Members shall be persons elected pursuant to these bylaws. See Article X. They shall be persons who are actively engaged in artistic work, as determined by the Board of Directors, and pay the yearly prescribed dues. They shall act in conformance with these bylaws and compatibly with the general character and reputation of the Association and its Members. They will be expected to contribute volunteer time yearly to support the running of the LAA exhibitions and special events. They will be expected to serve on the Board of Directors and committees of the Association, when requested.

Section 3 Associate Artist Members

Associate Artist Members shall be persons who are actively engaged in artistic work, as determined by the Board of Directors, and who support the purpose of the Association and have paid the yearly prescribed dues. They shall act in conformance with these bylaws and compatibly with the general character and reputation of the Association and its Members. They will be encouraged to contribute volunteer time yearly to support the running of LAA exhibitions and special events. Effective January 1, 2009, to become an Associate Artist Member, an applicant must have had art work accepted in four (4) different Lyme Art Association exhibitions and must have been an Individual Member for a minimum of two (2) years. Persons who are Associate Artist Members on said effective date will be "grandfathered" as Associate Artist Members without having to meet these new qualifications, provided they maintain their Associate Artist Membership and keep their dues current.

Section 4 Individual/Family Members

Individual/Family Members shall be persons who support the purpose of the Association and have paid the yearly prescribed dues. They shall act in conformance with these bylaws and compatibly with the general character and reputation of the Association and its Members. They will be encouraged to participate in volunteer activities within the organization.

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Section 5 Life Members

Life Members shall be persons elected unanimously by the Board of Directors on the basis of their accomplishments and contributions to the Association. Yearly dues are not required. APEC may nominate Life Members. These nominations shall be voted on by voting members at the Annual Membership Meeting.

Section 6 Designations

Any member may receive the following honorary designation upon acceptance of the Board of Directors of certain money or in kind gifts according to the amount given in a calendar year, Benefactor, Patron, Sustaining, Supporting, or Contributing, or as determined they the Board of Directors. This honorary designation may be terminated by a two-thirds vote of the Board of Directors.

Section 7 Certain Limitations and Non Entitlements

7.1 No member or officer may receive any pecuniary profit from the Association.

7.2 Nothing herein shall be construed as giving any person a right to be, or to continue as, a member. Acceptance as a member, or termination of any membership or change in classification or category of membership or limitation on any particular member's rights, is within the full discretion of the Voting Members acting through resolution at a regular or special meeting, notwithstanding anything to the contrary in these bylaws.

ARTICLE III: DUES & FEES

Section 1 New dues and Fees or changes to current Dues and Fees shall be established by a majority vote of the Board of Directors.

Section 2 Annual dues for all members shall be paid upon the date selected by the Board of Directors. Notification of dues being payable shall be sent out to members in advance of the due date.

Section 3 The Board of Directors may establish penalties for non-payment of dues by members (See Article XI, Section 1 and Section 2). An Elected Artist Member who has not paid dues shall not be entitled to exhibit, to serve on juries of the Association including the Screening Committee, or vote on any matter, until such time as past and present dues are made current. An Associate Artist Member who has not paid dues shall not be entitled to exhibit, or serve on a jury for the Associate Exhibition until such time as past and present dues are made current.

ARTICLE IV: BOARD OF DIRECTORS

Section 1 Authority The Board of Directors shall manage the affairs of the Association and shall make all decisions and determinations within these bylaws, unless otherwise expressly stated.

Section 2 Composition & Terms of Office The Board shall consist of no less than thirteen (13) members nor more than twenty one (21) members, with Elected Artist Members constituting a majority of Directors, elected by the Voting Members at the Annual Membership Meeting. Directors shall serve without compensation for being Directors. All Directors shall be members at the time of election or selection, or within five days thereof, and during their tenure. Directors shall serve a term of two years, commencing after the Annual Membership Meeting at which they were elected.

Section 2.1 Nominations Nominations for Directors shall be made by the Nominating Committee at the Annual Membership Meeting. Nominations may also be made from the floor at the Meeting.

Section 3 Resignations Should a Director resign or otherwise become unable to fulfill his or her term, or

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should a Director position allocated to a specific category of member be vacant, the remainder of the Board of Directors may select a replacement Director, to serve out the term of the position open or vacated.

Section 4 Board Meetings The Board of Directors shall hold regular Board meetings according to a schedule established annually at a first Board meeting, to be held by the last day of the month following the Annual Membership Meeting. The schedule shall be made available to the membership. Unless the Board of Directors votes otherwise with respect to the part or whole of any Board meetings, Board meetings shall be open to members. However, non-Director members shall only be heard from at Board meetings to the extent the Board decides such is appropriate. The Board of Directors may permit any or all Directors to participate in a regular or special Board meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a Board meeting by this means is deemed to be present in person at the meeting.

Section 5 Voting & Quorum Requirements The President shall preside over all Board meetings unless the Board votes otherwise. Unless required otherwise by law or these bylaws, all decisions shall be made by majority vote. The President or person presiding over Board meetings may participate in discussion and vote, provided he or she is a Director. A quorum for taking an action on motions and resolutions at meetings shall consist of 50% of all Directors serving.

Section 6 Special Board Meetings The Board of Directors may hold special Board meetings upon the call of the President, or three or more Directors. The person (s) calling the special Board meeting shall provide at least five days prior written or electronic notice to Directors describing the matters to be considered. Likewise, the Board of Directors may hold emergency Board meetings provided 24 hour advance telephone, written, or electronic notice is given to each Director (or failing the giving of such notice, that a diligent effort to do so has been made by the caller of the meeting).

Section 7 Notice of Board Meetings The Board of Directors shall, in a timely manner, be given notice of all Board meetings and copies of the minutes of all Board meetings. Any member of the Association can access copies of the minutes, upon request, at the Association office.

Section 8 Conflict of Interest No Director shall vote upon any matter in which the Director or family member or business associate has a direct or indirect financial interest; nor shall the Director participate in any discussion without the disclosure of such interest. In cases of doubt, a Director should make full disclosure to the other Directors for their decision.

ARTICLE V: BOARD OF TRUSTEES has been deleted, September 27, 2007.

ARTICLE VI: OFFICERS

Section 1 The officers shall be President, Vice President, Secretary, and Treasurer, and as otherwise provided in this Article VI.

1.1 The officers shall be elected by the Board of Directors at the first meeting following the Annual Membership Meeting at which Directors were elected, and whenever a vacancy occurs. Officers shall serve for two years.

1.2 Any officer elected as a replacement for an officer shall serve out the remainder of the term of that office. If an officer position is vacant, the Board of Directors shall assign the duties of such position to another officer or acting officer selected from the Board of Directors, unless otherwise set forth herein.

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Section 2 The President shall act as the chief executive officer subject to decisions of the Board of Directors. The President shall be ex-officio member of all committees with the exception of the Nominating Committee.

Section 3 The Vice President shall perform any duties the President or Board of Directors may assign and shall act in place of the President when the President designates, or when the President is unavailable or is incapacitated.

Section 4 The Secretary shall keep true and complete minutes and other records of the proceedings of all meetings of the Association and of the Board of Directors. The Secretary shall be responsible for keeping corporate records in good order, for recording and distributing minutes of meetings of the Board of Directors, for working with the Executive Director to send notices of meetings or other pertinent information out to members or non-members of the Association. The Secretary shall oversee an Assistant Secretary if one is designated.

4.1 The Board of Directors may designate an Assistant Secretary, to report to the Secretary, sharing and having such duties and powers of the office which the Board may by resolution delegate. Such person shall serve at the pleasure of the Board.

Section 5 The Treasurer shall receive and hold as fiduciary all monies of the Association, paying all proper bills for authorized expenditures in a timely manner. The Treasurer will keep full, current and accurate all financial accounts and records of the Association in a manner accessible for inspection at any reasonable time to the Board of Directors. The Treasurer shall conform to the needs of the Association as well as meet established accounting practices to comply with GAAP (Generally Accepted Accounting Practices) as established by the National Association of CPAs. Treasurer's reports are a matter of record held by the Secretary and are open to all members' inspection. The monthly financial statements, periodic reports and annual report from the Treasurer to the Board of Directors are a matter of record held by the Secretary. An annual report shall be presented to members at the Annual Meeting. The Treasurer shall manage the finances of the Association including the endowment fund and shall assist in long range planning, working as a member of the Finance Committee. The Treasurer shall seek advice in advance from the Board of Directors with respect to the endowment fund and other major financial actions. The Treasurer shall prepare and monitor the budget and make such reports as the Directors may request.

5.1 The Board of Directors may designate an Assistant Treasurer, to report to the Treasurer, sharing and having such duties and powers of office which the Board of Directors may by resolution delegate. Such person shall serve at the pleasure of the Board of Directors.

Section 6 The President or the Executive Director, with authorization from the Board of Directors, shall have the authority to execute contracts and agreements on behalf of the Association. The Board of Directors may, by resolution, authorize any officer to execute contracts, agreements or other instruments for particular matters.

Section 7 The Board of Directors may designate members to hold the managerial title of "vice president", and variations thereof, such as "second vice president", etc. Likewise, the Board may designate members to hold other titles, such as Director, supervisor, manager, etc. Such persons shall have duties as the Board determines and shall serve at the pleasure of the Board. They shall not be considered corporate officers. Members shall be informed of all such titles and persons currently serving, at the Membership Meeting(s), so they may take any desired action on such.

Section 8 Any member of the Board of Directors who shall absent him or herself without cause, which has been noticed to the Board, from 3 consecutive meetings shall be deemed to have resigned as a

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member of the Board and upon written notice from the Secretary shall cease to be a member thereof. If an officer fails to perform his or her duties to the satisfaction of the Board of Directors, it may, by majority vote suspend the duties and rights of that officer.

ARTICLE VII: EXECUTIVE DIRECTOR

Section 1 An Executive Director (ED) may be selected by the Board of Directors, to which the ED shall report. The ED shall be responsible for (a) the training and direction of all staff; (b) the matters set forth in other sections herein; and (c) everyday business matters not expressly delegated to others. The ED shall make such reports as the Board of Directors may request. The ED shall share management of the exhibitions, and relevant special committees, with the Artistic Policy and Exhibition Committee (APEC). The ED shall obtain advice from APEC prior to taking actions, which involve significant artistic activity or significantly affect artistic activities.

Section 2 Subject to direction from the Board of Directors, ED shall be responsible for overseeing the maintenance, rental and use by others of the gallery and grounds; and the education program. To the extent there are committees established for carrying out part or all of the foregoing functions, the ED shall work with the committees. See Article IX. Members will assist the ED in such functions on either a regular or task basis, whether as part of a committee or not. The ED shall handle matters with outside vendors, suppliers, contractors; deal with artists with respect to sales of artwork; control the use of the Association's gallery/premises on a day to day basis, as needed, by supervising, ejecting or otherwise controlling in a reasonable manner any persons or property on Association premises, and shall safeguard Association assets and interests; unless the Board of Directors directs otherwise.

2.1 The ED may hire employees and discharge employees.

2.2 The ED shall be an ex-officio non-voting member of all standing committees and shall attend all meetings of the Board of Directors except when the ED's tenure, performance, or salary is under discussion.

ARTICLE VIII: MEMBERSHIP MEETINGS

Section 1 Annual Membership Meeting An Annual Membership Meeting shall be held in September of each year or a date designated at least two months in advance by the Board of Directors.

Section 2 Special Membership Meetings Special Meetings may be called by the President or Board of Directors. The President shall call a Special Meeting on written request of at least ten Voting Members, setting the date for such meeting within fifteen days of the written request. The request shall detail the purpose for which the meeting is requested. If the President declines to act, the Vice President or Secretary shall call the meeting. The Secretary shall give the Voting Members at least ten days written notice of the meeting, along with the foregoing detail of the request. If the aforementioned officers fail to act in a timely fashion, requesting members shall be given access to the names and addresses of Voting Members and may themselves call a Special Meeting by sending written notice to members in accordance with this section.

Section 3 Notice of Membership Meetings Notice of meetings, shall be mailed or electronically transmitted to the Member's address as shown in the Association records. Such notice shall state the date, time and place of meeting and its general purpose. Meetings shall be presided over by the President.

Section 4 Agenda The agenda of the Annual Membership Meeting shall include but is not limited to:

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- a. Election of the Board of Directors effective at the end of the meeting.
- b. Election of any Life Members effective after the meeting.
- c. Any change in exhibition rules and fees proposed by APEC.

Section 5 Quorum Requirements Fifteen percent of the Voting members shall constitute a quorum at any Meeting of the Association. Annual Membership Meetings should be attended by the Board of Directors, and Executive Director, as well as Voting Members.

ARTICLE IX: COMMITTEES & OPERATIONS

Section 1 Certain committees shall be established; as the Board of Directors may decide. The Board may assign additional duties to any particular committee; and may create ad hoc committees for special purposes. Unless specified otherwise in these bylaws, the number of members on any committee the persons serving on such committees, and the chairs of committees and their respective time of serving, shall be determined from time to time by the Board of Directors.

Section 2 The Board of Directors may appoint a chair of a committee, or replace an elected chair of a committee.

Section 3 The following committees shall exist:

3.1 The Artistic Policy and Exhibition Committee (APEC) shall be responsible for artistic decisions and policies, consistent with actions and decisions of the Board of Directors, including (a) overseeing the activities of the Screening Committee, (b) the theme, content, timing and carrying out of exhibitions, lectures, demonstrations, and community events, interacting with the Executive Director; and (c) overseeing any individual who is engaged or designated to manage such activities. A majority of the members of the APEC shall be Elected Artist Members.

3.2 The Screening Committee shall review the applications and screen the work of applicants for Elected Artist membership. The committee shall consist of five Elected Artist Members and two alternate Elected Artist Members who shall vote only in absence of a full member. All committee candidates shall be appointed by, and are accountable to, APEC, and announced at the Annual Membership Meeting and shall serve for one year. For consistency, at least one member of the prior year's committee may be reappointed. The Screening Committee chair, and any interim vacancies on the Screening Committee, will also be appointed by APEC.

3.3 The Nominating Committee shall comprise at least three members. It shall nominate a slate of individuals to fill positions on the Board of Directors for election at the Annual Membership Meeting and carry out any other nominating duties. It shall prepare short biographies of the nominees for the Board of Directors in advance of the Annual Membership Meeting and, all voting members of the Association shall be sent such information prior to the meeting. The Board of Directors will appoint a chair of the Nominating Committee.

3.4 The Audit Committee is responsible for periodically monitoring the financial, contractual and business activities of the Association to ensure that the Association assets are being properly protected and used; and that there are in place procedures which will prevent mismanagement and malfeasance. The Audit Committee shall periodically, and no less than annually, report to the Board of Directors. It shall make a report within three months of appointment or election.

3.5 The Finance Committee shall be responsible for recommending financial decisions and policies to the Board of Directors. To evaluate financial - performance, against the established budget as well as monitor the monies received and invested. The Finance Committee shall consist of at least three members, as selected by the Board of Directors: and shall include the President of the LAA and the Treasurer of the LAA. They shall

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report to the Board of Directors as requested.

3.6 The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer of the Board of Directors and shall meet periodically to address issues, formulate policies and plan proposals between meetings of the Board of Directors, and to make recommendations to the Board of Directors.

3.7 The Buildings and Grounds Committee(s) or person(s) shall deal with matters concerning the Association's real estate, including improvements, repairs and maintenance.

ARTICLE X: SELECTION OF NEW ELECTED ARTIST MEMBERS

Section 1 Requirements

To be considered for election as an Elected Artist Member by the Association, a person must be:

- (a.) an Associate Artist Member in good standing for a minimum of two years,
- (b.) a painter, draughtsman, printmaker or sculptor who has exhibited a minimum of 4 paintings, drawings, prints or sculpture as an Associate Artist Member at the Association, and
- (c.) committed to working actively at the Association, by serving as a Director, officer, or committee member, and helping in arranging and presenting the Association's exhibitions and programs.

Section 2 Screening Committee Procedures

The Screening Committee shall review the applicant submissions and select applicants for balloting, whom it finds meritorious, once a calendar year as specified by the APEC Committee, which will assign an application date deadline.

2.2 An applicant may submit an application on a form provided by the Association at any time, for consideration at the next review period of the Screening Committee. The application shall include and be accompanied by:

- (a) a current resume
- (b) any application fee prescribed by the Association and,
- (c) if a sculptor: three original representational sculptures completed within the prior two years, which works are neither class work nor done under tutelage.
- (d) if a non-sculptor: six original representational paintings, drawings or hand pulled prints excluding computer generated material, which works are neither class work nor done under tutelage.
- (e) any person applying for Elected Artist Membership in more than one category must submit a separate application for each category.

2.3 The Screening Committee may request submittal of further works or information.

2.4 The works of the applicants shall remain with the Association for viewing until the completion of the new member process. The applicant shall be informed in writing on the application form that submittal of all works and materials is at the applicants expense and risk; that the Association assumes no responsibility for any loss or damage; and, that any works not retrieved by the applicant within a reasonable time after request by the Association shall be deemed abandoned and may be disposed of by

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the Association without further notice.

2.5 The Screening Committee shall review the applications, jury the applicant submittals, and select applicants for further consideration within any time frame APEC has given. The Screening Committee shall then give written, and oral (optionally) information to all applicants informing them of the status of their applications after it has made its selection. Applicants who have not been selected for further consideration will be requested to retrieve their works. The Screening Committee may provide constructive criticism to an artist about their work, whose work is not selected.

Section 3 Voting Procedure

3.1 The Secretary or Executive Director with assistance from APEC as to dates, shall mail a notice to all Elected Artist Members, so that they will know when they can come to the LAA gallery, see the work of any applicant and vote on it, by signed written ballot. All such votes shall be cast prior to the Fall Membership Meeting. The notice shall inform the Elected Artist Members of the candidates and may include a short biography or helpful information concerning the candidates and the opening and closing dates of the period during which they may vote on the applicant's admission.

3.2 Only Elected Artists who have viewed the submitted work of an applicant may vote for that applicant. Voting shall be by written ballot on a form provided to each Elected Artist Member at the time of viewing. The Executive Director shall be in charge of keeping the ballots secure until such time as they are counted. A new Elected Artist will only be elected when he or she receives the vote of two thirds of the Elected Artists casting ballots in accord with these bylaws.

3.3 APEC shall be responsible for establishing detail procedures, as they deem appropriate, to carry out the purpose of these Bylaws with respect to the selection of new Elected Artist Members. The Executive Director, with APEC, shall be responsible for formulating and sending ballots; for receiving; and for determining the validity of any ballot. The ballots shall be counted by the Screening Committee Members. The Screening Committee chair or a Screening Committee members shall timely inform each applicant of the ballot decision on his or her application, in writing and verbally prior to any public disclosure of the results of the balloting.

3.4 The Executive Director and/or Secretary shall inform new members of administrative requirements and any other requirements; and shall provide new Elected Artist Members with a copy of the current bylaws and other information which is appropriate. A new Elected Artist Member shall be entitled as a Voting member only upon completion of administrative requirements. Any requirements must be completed within 6 months of being elected.

ARTICLE XI: SUSPENSION AND TERMINATION OF MEMBERSHIP

Section 1 The Board of Directors may warn or temporarily suspend a member's privileges in writing, including the right to vote and exhibit, excepting for special circumstances if:

- a. the member has violated the bylaws or acted contrary to or incompatibly with, the objectives and purposes of the Association; or
- b. the member is not current with respect to dues payment. Current is defined as dues paid in full within 90 calendar days of the due date.

Section 2 Membership renewal letters shall be sent to all members. The renewal letters shall have a date indicating the membership renewal deadline. If membership is not renewed by payment of dues within 90 calendar days of the renewal deadline, members will be automatically dropped from the membership roster and will lose their membership privileges. (See Article III, Section 3).

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2.1 The Board of Directors by a two thirds vote may expel a member for violation of the Bylaws, or for acting in a way which is detrimental to, or incompatible with, the Association or its purposes; provided the member has been given a reasonable opportunity to be heard in answer to issues or charges..

Section 3 Any member who has been suspended or expelled may be reinstated by two thirds majority vote of the Voting Members.

ARTICLE XII: DISSOLUTION

In the event of dissolution of the Association, any assets remaining after payment of just debts shall be transferred to the MacCurdy Salisbury Foundation Inc of Old Lyme, Connecticut for the general purpose of the Foundation; or if said Foundation is non existent, to another Section 501 (c) (3) entity.

ARTICLE XIII: AMENDMENTS

Amendments to these Bylaws shall be made only by two thirds vote of Voting Members in attendance at the Annual Membership Meeting or at a Special Membership Meeting called by the President for such purpose. At least 14 days prior to any said meeting, the Secretary or designee shall send to each Voting Member a copy of the proposed amendment/s with any explanation by the proponents thereof. Amendments to these Bylaws shall be at a Annual Membership Meeting or at a Special Membership Meeting called by the President or Board of Directors for such purpose.