

Bylaws

Revised January 24, 2016

Article I

Section 1 Office: The principal office of the Association shall be located in the Town of Washington, County of Litchfield, and State of Connecticut.

Section 2 Meetings of the Association:

Annual Meeting: The annual meeting of the Association for the election of Trustees and for the conduct of such other business and may properly come before the meeting shall be held at such time and place in the town of Washington, a Sunday in January. Notice must be sent out no less than ten no more than thirty days in advance to all members entitled to vote. Such notice shall include the slate of Officers, Chairs of Standing Committees, and Trustees at Large, and their respective terms of office as presented by the Nominating Committee, and notice of any extraordinary business to be considered at the annual meeting. The President, or the officer in succession, shall preside at all meetings of the membership and such meetings shall be conducted in accordance with the rules of procedure as published in the latest edition of Roberts Rules of Order. Within one month after the annual meeting, the Secretary shall make available to all members a list of the Officers, Chairs of Standing Committees, and Trustees at Large, and their respective terms of office.

Special Meetings: Special meetings of the Association may be called at any time by the President or on written request of twenty-five percent of the Board of Trustees. The time, place, and purpose of such meetings shall be sent out not less than ten days in advance to all members who are entitled to vote.

Quorum: At all meetings of the association the presence of twenty-five members entitled to vote shall constitute a quorum.

Voting: At all meetings of the Association at which a quorum is present, all question shall be determined by a majority of members entitled to vote who are present in person or by written proxy.

ARTICLE II

TRUSTEES

Section 1 Role of Trustees: The affairs of the Association shall be managed by a Board of Trustees who shall be members of the association. The board of Trustees, acting on behalf of the membership, shall establish the strategic direction of the Association and the policies and principles of management of its legal and financial affairs and will oversee their implementation, sanction its activities, authorize the acquisition and disposition of its assets, and generally do all things which the Association is authorized to do by the Laws of the State of Connecticut and by the Association Bylaws. Trustees should have a general interest in the affairs of the Association, may be called upon for special jobs as they occur, and may be asked to serve as members of various Standing Committees. Trustees are required to have a working understanding of the Bylaws of the Association from the time of their election to the Board of Trustees. Trustees are also expected to attend and actively participate in meetings of the Board of Trustees of the Association, in Standing Committees, and in special events.

Section 2 Number of Trustees: The Board of Trustees shall be composed of not fewer than fifteen nor more than twenty-five members.

Section 3 Terms: Trustees shall serve a term of three years and may serve two consecutive terms, but then shall not be legible for the same office until the lapse of two years. The Board of Trustees may extend the term of a Trustee by majority vote of the Board of Trustees. The term of office for a Trustee shall begin on the date of the annual meeting on which the election is held. A Trustee may resign by giving notice in writing to the Secretary of the Board of Trustees.

Section 4 Vacancies: Any vacancy on the Board of Trustees may be filled by the Board of Trustees at any of its meetings by a majority vote of currently serving Trustees.

The newly elected Trustee shall be known as an "Acting Trustee," be seated at once, and approved by the membership at its next scheduled annual meeting to serve the remaining term of the replaced Trustee.

Section 5 Meetings of Trustees:

Annual Meeting: The annual meeting of the Board of Trustees for the election of Officers and Chairs of Standing Committees, and for the conduct of such other business as may properly come before the meeting, shall be held each year on a Sunday in January in conjunction with the annual meeting of the Association.

Other Meetings: The Board of Trustees shall hold at least four meetings each year on a Sunday* in January (the annual meeting), April, July, and October, or as agreed upon by The Board of Trustees. Other meetings may be called by the President or by any five Trustees. Board of Trustee meetings shall be open to the membership and the membership shall be advised of dates of the meetings. Executive sessions of the Board of Trustees may be called by the President, and shall exclude all other members of the Association.

Notice of Meetings: Notice of time, place, and purpose of all meetings of the Board of Trustees must be transmitted to each Trustee at least ten days prior to such meeting.

Under circumstances deemed by the President to be an emergency, a meeting may be convened as quickly as a quorum can be assembled.

Quorum: The presence of fifty percent of the current umber of Trustees, plus one, in person, shall constitute a quorum at any meeting of the Board of Trustees and all questions shall be determined by a majority of Trustees entitled to vote who are present in person or by written proxy.

Section 6 Salaried Executive Director: The Board of Trustees may appoint an Executive Director who shall be a member of the Association and shall receive a salary fixed by the Board of Trustees in consultation with the Finance Committee. The Executive Director shall have such duties as may be assigned by the Board of Trustees or the President. The Executive Director may not be a voting member of the Board of Trustees, any Standing committee, or the Nominating committee.

ARTICLE III

OFFICERS

Section 1 Officers: The Officers of the Association shall include a President, Vice Presidents, a Secretary, and a Treasurer, all of whom shall be Trustees. Officers are required to have a working understanding of the Bylaws of the Association and the description of their duties and responsibilities from the time of their election.

Section 2 Terms of Officers: Such Officers shall serve a term of two years and may serve two consecutive terms, but then shall not be eligible for the same office until the lapse of two years. Terms of office begin on the date of the annual meeting in the year of election and run to the date of the second annual meeting after the election. at a time. No Officer may hold a Chair position of a Standing Committee. The Board of Trustees may extend the term of an Officer by majority vote of the Board of Trustees.

Section 3 Removal of Trustees, Officers, or Agents: All Trustees, officers, agents, and employees appointed by the Board of Trustees shall be subject to removal at any time by the Board of Trustees. Other agents and employees may be removed at any time by the Board of Trustees or the Officer who appointed them. A Trustee who is absent for three or more consecutive Board Meetings without prior valid reason given to the President shall be considered a resignation. No Officer or Trustee shall receive any compensation whatsoever, except for Trustees who may be teachers in the instruction program of the Association.

Section 4 Duties of Officers:

President: The President shall be the general executive officer of the Association and shall preside at meetings of the Board of Trustees and of the Association and shall be an ex-officio member of all committees except the Nominating Committee. The President may appoint special committees and perform such duties as generally pertain to the office.

Vice President: Each Vice President shall have such powers and perform such duties as the Board of Trustees or the President shall from time-to-time prescribe and shall be designated as First, Second, and Third Vice President according to the number serving. In the President's absence or inability to act, the First Vice President shall perform the duties and may exercise the powers of the President. In the absence of such Vice President, the duties shall be performed by the Vice President next in line of succession.

Secretary: The Secretary shall keep accurate and complete minutes of all proceedings and acts of the Board of Trustees and all meetings of the members. The Secretary shall transmit the minutes to all members of the Board of Trustees within one week of the meeting of the Board of Trustees or the members. The minutes of annual meetings shall be made available to the Association. The Secretary shall ensure that the Executive Director maintains a printed, permanent, chronological file of all minutes from the date that the Association was incorporated. The Secretary shall maintain a list of the active Trustees, including the start and end dates of each Trustee's term of office. Within one month after the annual meeting, the Secretary shall send to all members a list of the Officers, Chairs of Standing Committees, and Trustees, and their respective terms of office. The Secretary shall receive written notice of resignation by a member of the Board of Trustees. The Secretary shall be custodian of the seal of the Association and shall affix the seal to contracts and certificates or other documents requiring the seal of the Association. The Secretary shall send notices of the respective meetings to the Board of Trustees and members of the Association not less than ten nor more than thirty days in advance of the scheduled meeting and shall prepare, in cooperation with the presiding officer, an agenda for every meeting.

Treasurer: The Treasurer shall have the care and custody of all funds and securities of the Association and, as Treasurer, shall sign checks for payments to the Association and shall endorse checks for deposit or collection when necessary or proper and shall deposit the same to the credit of the Association in such bank

or banks as the Board of Trustees or Finance Committee may designate; may sign all receipts and vouchers for payments made to the Association; shall manage a working capital line; shall make withdrawals from the Association endowment when necessary; shall render such statements and accounts to the Board of Trustees or the Finance Committee as often as they require; shall cause to be entered regularly, in books to be kept for that purpose, full and accurate accounts of all money received and paid for the account of the Association; shall submit statements of accounts in such forms as the Board of Trustees or the Finance Committee may direct, and shall at all reasonable times exhibit the books and accounts to the Board of Trustees or the Finance Committee or the President; shall keep a record of all contracts entered into by the Association; and shall have such further powers and duties as are incident to the position of Treasurer, subject to the control of the Finance Committee; and may be required by the Board of Trustees or the Finance Committee, at the expense of the Association, to give a bond for the faithful discharge of the duties of the Treasure's office in such sum and with such surety as they may require. The books and accounts of the Association shall be audited when required by the Board of Trustees. In the treasurer's absence or inability to act, the Finance Committee, or one of its members, shall exercise the powers of the Treasurer, subject to the control of the Finance Committee or the Board of Trustees, and shall perform such other duties as the Finance Committee or the Board of Trustees may assign.

Section 5 Vacancies: When the Presidency is vacant the First Vice President shall serve for the remainder of the term. In the event that said Vice President is unable to serve in this capacity, the Second Vice President shall succeed to the office or the Third, should the Second be unable to serve. Any vacancy occurring among the Officers other than the President, or among the Chairs of Standing Committees or employees of the Association, may be filled by the Board of Trustees upon recommendation of the Nomination Committee.

ARTICLE IV

STANDING COMMITTEES

Section 1 Standing Committees: The Standing Committees shall be Building, Education, Exhibition, Development, Membership, Nominating, Publicity, Special Events, and Volunteers.

The Chairs: The Chairs of Standing Committees shall be proposed by the Nominating Committee and elected for a term of two years. They may serve two consecutive terms but then shall not be eligible for the same office until the lapse of two years. The Board of Trustees may extend the term of a Chair of a Standing Committee by majority vote of the Board of Trustees. Chairs shall be members of the Board of Trustees.

The Members: The Chairs of Standing Committees may appoint members to their Respective committees as may be necessary to carry out that committee's functions.

Members so appointed shall serve a term of two years, and may be reappointed by the Chair for one subsequent two-year term. A member of a Standing Committee who has served two consecutive two-year terms shall not again be eligible to serve on that committee until two years had lapsed except in instances where a committee's Chair has deemed a member's continued service essential to the functioning of the committee, and has provided the Board with a written explanation of why that member cannot reasonably be replaced. All members of Standing Committees shall be members of the Association in good standing and are subject to removal by the Board.

Building: The committee shall have charge and control of the physical properties of the Association and such other duties as the Board of Trustees may assign them.

Education: The committee shall establish an education program to provide for the instruction of children and adults in the arts and crafts, and shall perform such other duties as the Board of Trustees shall from time to time prescribe.

Finance: The Finance Committee shall be responsible for producing a Budget for the coming year that may be reviewed by the Board of Trustees at the last meeting of the year prior to the inception of that new year. The Committee shall presided by The Treasurer and have general charge of the finances of the Association and shall report from time-to-time to the Board of Trustees with respect to all matters under their jurisdiction. The Committee shall have the books and accounts of the Association audited when required by the Board of Trustees. All checks, drafts, notes, and orders for payment of money shall be signed on behalf of the Association by the Treasurer or by such person as the Finance Committee or the Board of Trustees shall designate. The Treasurer and the Finance Committee shall designate who shall have access to the Association safe deposit box. No contract or lease involving the expenditure of more than one thousand dollars (\$1,000.00) shall be made without prior authorization of the Board of Trustees or the Finance Committee. Any check greater than \$500.00 shall require two signatures.

Membership: The Committee shall build and cultivate membership in the Association.

Development: The committee shall be responsible for developing an annual and multi-year fundraising plan that will generate funds needed to meet the Washington Art Association's goals.

Publicity: The Committee shall have charge of the marketing and public relations of the Association.

Special Events: The Committee shall schedule, plan, and execute special events in collaboration with other Standing Committees and with the approval of the Board of Trustees.

Volunteers: The Committee shall recruit and cultivate volunteers when volunteers are needed and shall plan the activities of such volunteers.

Nominating: The Committee shall present a slate of nominations for Trustees, Officers, and Chairs of Standing Committees to be elected at the Association's annual meeting, and from time-to-time identify and cultivate future potential candidates for the Board of Trustees, Officers, and Chairs of Standing Committees.

ARTICLE V

MEMBERS

Section 1: Any person interested in the promotion of the objectives of the Association may become a member of the Association upon payment of such dues as may be prescribed by the Board of Trustees. All members in good standing shall be entitled to notice of and to attend and to vote at any meeting of members of the Association.

Section 2: The Board of Trustees may at any time remove, without notice, any member for nonpayment of dues.

Section 3: All persons who have paid the current dues of the Association are "members" of the Corporation within the meaning of that term as used in the Connecticut Statutes under which the Association was incorporated and operates. The Trustees shall be elected by the vote of the members of the Corporation and all members may vote for Trustees and on amendments to the Bylaws and the Certificate of Incorporation.

ARTICLE VI

CORPORATE SEAL

The seal of the Association shall be circular in form. It shall bear the name of the Association and the date of its incorporation.

ARTICLE VII

DISPOSAL OF ASSETS ON DISSOLUTION

Upon any dissolution or liquidation of the Association, the balance, if any, of all money and other assets of the Association shall, after payment of all its debts and obligations of whatsoever kind and nature, be distributed or delivered to such charitable organization or organizations as the Trustees in their sole discretion shall determine and as provided in the Certificate of Incorporation of the Association.

ARTICLE VIII

BYLAWS

The Bylaws of the Association may be altered, amended or repealed, or new Bylaws may be adopted only by a majority vote of the responding members of the Association. Members must be given written notice not less than ten nor more than thirty days in advance of the proposed alteration, amendment, repeal, or new Bylaws prior to voting in a scheduled meeting.

ARTICLE IX

A NONPROFIT ORGANIZATION

The Association shall be conducted and managed strictly as a nonprofit educational and cultural organization as provided in the Certificate of Incorporation, and all funds received by the Association from whatsoever sources shall be expended solely for the benefit of the Association and for the furtherance of its objects and purposes. All records and books of account of the Association shall be open to the inspection of members of the Association at any time during the weekday business hours of the Association.