

## WOODSTOCK ARTISTS ASSOCIATION

Bylaws; approved August, 2001

### ARTICLE ONE: PREAMBLE

The Woodstock Artists Association (WAA) is an organization founded in 1920 by and for the artists of Woodstock. The primary purpose of the not-for-profit membership association is to maintain its Art Gallery and conduct a schedule of broadly varied exhibitions presented free to the public, displaying works by both members and non-members from the greater Woodstock area. The WAA safeguards, exhibits, and develops an historic Permanent Collection of works by Woodstock artists. The organization's Archives, along with the Permanent Collection, provide a resource of national importance to art historians and scholars. The Association also seeks to foster the arts and art education in the community and to encourage emerging artists. Concerts, lectures, and other events add to the gallery's recognized status as one of the region's leading cultural centers.

### ARTICLE TWO: OFFICES

The office of the Corporation shall be located in the Town of Woodstock, County of Ulster, State of New York.

### ARTICLE THREE: MEMBERS

1. Classes of membership. There shall be two classes of membership: Active and Associate.
2. Active Members. Artists residing in the community of Woodstock (herein defined as within a 35 mile radius of the village) shall be admitted as active members upon submission of representative samples of their work to a jury of five active members appointed by the Board, and approval by a majority of the jury. No more than two jurors may be Board members and an attempt will be made to select jurors with diverse artistic points of view. The jurying date shall be announced once a year by the Board. For an applicant who has had work accepted by four different jurors of four separate shows within two years the requirements of both submitting representative samples and obtaining Board approval shall be waived.
3. Associate Members. Persons who are not active members may become associate members upon payment of the annual dues fixed for that class of membership. Associate members may serve on any committee of the Association. Associate members may also serve on the Board.
4. Other Categories of Membership. Active and associate members may become sustaining members or patrons upon payment of dues in an amount to be fixed by the active

membership upon the recommendation of the Board.

5. Dues. The annual dues for the various classes of membership shall be fixed by the Board.

6. Voting Rights. Active members shall have the right to vote on all matters normally voted upon by the members of a not-for-profit corporation. The active members shall elect the active members of the Board, and participate in the vote for the four associate members of the Board.

Associate members shall be non-voting members, except that they, together with the active members, shall elect the associate members of the Board.

7. Suspension of Members. A member may be suspended or expelled for cause such as violation of these Bylaws, or for conduct prejudicial to the best interests of the Association. Suspension or expulsion shall be by a two-thirds vote of the Board. Whenever the Board shall decide to institute a disciplinary proceeding against a member, the member shall be given no less than seven days written notice of the charges and the time and place of the Board hearing. At the hearing, the member shall have the right to hear the case against him or her and present evidence on his or her own behalf.

#### ARTICLE FOUR: THE BOARD

1. Board members shall manage all activities of the Corporation.

2. There shall be 15 Board members, 7 of whom shall be members of the Trustee's Council.

3. Qualifications of Board members: each member shall be at least 18 years of age and shall be a member in good standing. Trustees, in addition, shall have at least 5 years membership. Six of the 8 regular Board members shall be Active members and 5 of the 7 Trustees shall be Active members. The remaining four shall be Associate members who shall have full voting rights except in matters of exhibitions.

4. Terms of Board members: Trustee members shall have a 5 year term while other members shall serve 3 year terms. No Board member shall serve more than two consecutive terms.

5. Seven Board members shall constitute a quorum for the transaction of any business. The vote of a majority of the Board present at the time of a vote, if a quorum is present at such time, shall be the act of the Board.

6. Board meetings: the first meeting of each newly elected Board shall be held at the WAA Gallery or at such other place within the Town of Woodstock designated by the Board, no later than one week following the August general membership meeting. In addition,

Board meetings shall be held at least once a month during the rest of the year. Minutes of Board meetings shall be available to the general membership.

7. Leave of absence and temporary vacancies: the Board may, for good cause, grant a Board member a leave of absence for up to one year. In such event, the Board may select an interim replacement. In filling the vacancy, the Board shall give first consideration to the runner-up candidates in past elections.

8. Vacancies: in the event of a vacancy on the Board due to resignation, removal or death, the remaining members of the Board may appoint a replacement until the next August meeting at which time the membership shall elect a successor to serve the balance of the original term or for a full new term as the case may be.

9. Removal of Board members; the membership, either by its own initiative or upon recommendation of the Board, may, by a two-thirds vote, remove a Board member for cause. Only those members who belong to the membership class which elected the Board member are eligible to vote on the question of removal. Upon the membership deciding by a simple majority to commence a removal proceeding against a Board member, this member shall be given no less than seven day's written notice of the charges against him or her and of the time and place of the hearing

of the case by the membership. At the hearing, the Board member shall have the right to hear the case against him or her and to present evidence in his or her own behalf.

#### ARTICLE FIVE: OFFICERS

1. Number. The officers of the WAA shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer.

2. Election and Term of Office. The officers shall be elected by the Board at the first Board meeting in September. The terms of office shall be one year.

3. Chairperson. The Chairperson shall preside at all meetings of members and shall serve as Chairperson of the Board, presiding at all meetings thereof. He or she shall be a non-voting, ex-officio member of all standing committees, and shall supervise and manage all of the business and affairs of the WAA subject to the control of the Board. He or she shall further sign with the Treasurer, such contracts and obligations as are authorized by the Board, and appoint or designate at regular periods a committee or accountant to audit the books and accounts of the Treasurer.

4. Vice-chairperson. The Vice Chairperson shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson. The Vice-Chairperson shall have such powers and

perform such duties as may be delegated by the Chairperson or prescribed by the Board.

5. Secretary. The secretary shall be responsible for the recording of all minutes of the Board and membership meetings and the prompt posting of same at a conspicuous place at the WAA gallery. The Secretary shall give notice of all meetings and shall keep a record of all minutes and other legally required documents of the WAA.

6. Treasurer. The Treasurer shall be the custodian of the funds of the WAA, shall disburse the money of the Association as approved by the Board, shall keep a full and accurate account of all funds handled by him or her, shall present to the Board a statement of all financial transactions of the Association whenever requested and shall present to the annual August meeting a Statement of the Year. The accounts of the Treasurer shall be audited by a committee or an accountant appointed by the Chairperson for that purpose. The Treasurer shall be bonded.

7. Removal of Officers. Any officer elected by the Board may be removed for cause by a two-thirds vote of the Board. The officer shall be given written, timely notice of the charges and an opportunity to hear the case and present evidence on his or her own behalf.

8. Vacancies. If an office becomes vacant, the Board shall elect another person, preferably from their number, to fill such vacancy.

## ARTICLE SIX: COMMITTEES OF THE WAA

1. There shall be the following standing committees:

A. Exhibition Committee: shall be responsible for exhibitions in the Main Gallery, Middle Gallery and Downstairs Gallery, the sculpture competition, annual membership print, active member jurying and calendar. This committee shall be chaired by an active member.

B. Towbin Wing Exhibition Committee: shall be responsible for exhibitions in the Towbin wing in accordance with Article Eight. This committee shall be chaired by an active member.

C. Trustees Council: The Council consists of the 7 Trustee members of the Board. They shall have sole authority to manage all stocks, bonds, gifts, bequests, real property or other capital property of the WAA with the exception of the Permanent Collection. Any sale or transfer of such property shall be with the approval of the full Board. The Trustee's Council shall provide regular information to the Treasurer and the Finance Committee.

D. Fundraising Committee: Raising funds other than dues and commissions on gallery sales.

E. Permanent Collection and Archives Committee: acquisitions, de-accessions, preservation of the Permanent Collection and the Archives as outlined in the Permanent

Collection Guidelines. The Chairperson shall be a member of the Trustees Council.

F. Membership and Nominating Committee (minimum of 4 members): shall welcome new members, encourage volunteers and regulate dues. The committee shall also, throughout the year, seek candidates with skills needed to fill positions on the Board.

G. Building and Maintenance Committee: shall be responsible for maintenance and repair of building and grounds.

H. Publicity and Publications Committee: shall be responsible to communicate the activities of the WAA to the membership and the public.

I. Special Programs Committee

J. The Finance Committee shall be responsible for preparing an annual budget and overseeing financial policy.

K. Hospitality Committee: Refreshments for scheduled openings.

L. Personnel Committee shall be responsible for:

- Job descriptions; duties and hours
- Annual reviews
- Compensation
- Increases
- Benefits
- Bonuses
- Communication with staff

2. The Board may create any committee it deems necessary for a special purpose.

3. Selection of Committee Chairs and members: The Chairperson of each committee shall be selected from the members of the Board. Each committee Chairperson shall select an appropriate number of WAA members to serve on the committee.

4. Removal of Committee members. The Board, by a two-thirds vote, may remove any Committee Chairs who in the opinion of the Board are not functioning for the good of the Association. Other committee members serve at the pleasure of the Committee chair.

#### ARTICLE SEVEN: MEETINGS

1. Place of Meeting. Meetings of members shall be held at the WAA Gallery, or at such other place within the town of Woodstock as shall be designated from time to time by the Board.

2. Biannual Meetings. Meetings of members shall be held twice a year. Once during the last week of May and the other in the last week of August. The specific time and place shall be fixed by the Board.

3. Other Meetings. Special meetings of the members may be called by the Board. They may also be called by the chairperson within 10 business days upon the written request of ten active members. The notice for any special meeting shall state the purpose thereof and indicate at whose request the meeting is being called.

4. Agenda. The order of business at the general membership meetings shall be as follows:

- Calling the meeting to order;
- Proof of Notice of Meeting or waiver thereof;
- Reading of minutes of last General Meeting, or waiver thereof;
- Reading of communications;
- Reports of officers;
- Reports of committees and Trustees;
- Election of Board members (August meeting only);
- Transaction of other business.

5. Method of Governing Meetings. All meetings of members or the Board shall be governed by parliamentary procedure according to Robert's Manual, excepting that the bylaws of the WAA must prevail in any conflict between said rules and the bylaws.

6. Notice of Meeting. Written notice of all meetings stating the time and place shall be given to all members in person, by first class mail or by e-mail not less than ten, or more than twenty, days before the date of the meeting.

7. Quorum of Members. Ten percent of the active membership constitutes a quorum for those questions on which only the active members are entitled to vote. Ten percent of the entire membership constitutes a quorum for those questions on which the entire

membership is entitled to vote. A member may authorize in writing another person or persons to act for him or her by proxy, or may send in a written vote. Proxies or absentee votes must be validated by the Secretary of the WAA prior to the vote.

#### ARTICLE EIGHT: EXHIBITION SPACES AND POLICIES

The WAA building has the following exhibition spaces: the Main Gallery, the Towbin Wing, the Downstairs Gallery and the Middle Gallery.

1. The Main Gallery is the principal exhibition space of the WAA. It shall house juried shows and active member's exhibits. There shall not be fewer than six shows a year, one of which shall be a non-juried show open only to active members. Except for this show, all non-members residing in the Woodstock area shall have the same exhibition rights upon payment of a submission fee fixed by the Board. At least once a year a special exhibition shall be held in the Main Gallery. The exhibitions are the responsibility of the Exhibitions Committee with the approval of the Board.

2. The purpose of the Towbin Wing is the exhibition of works from the WAA Permanent Collection. Borrowed work may be used to supplement such exhibitions when necessary. There shall be a minimum of three exhibitions a year. The exhibition schedule for the

Towbin Wing is the responsibility of the Towbin Wing Exhibition Committee with the approval of the WAA Board.

3. The Downstairs Gallery shall primarily be used for solo exhibitions. These shows shall be the responsibility of a jury chosen by the Board. An artist must wait a minimum of five years after having a solo show before resubmitting for solo show jurying. There may be occasional special shows in this gallery.

4. The Middle Gallery shall, in general, be used for regular showing of the work of two or three active members concurrently with juried and members' shows in the Main Gallery.

#### ARTICLE NINE: MISCELLANEOUS PROVISIONS

1. Welfare Fund. The Woodstock Artists Sam Klein Welfare Fund is for the use of active members of the WAA only. Its Chairperson will be appointed by the Board for a 3-year term and will report to the Board at least once a year. Members receiving loans from the fund will be required to repay the loan within a time agreed upon or will be asked to contribute art of equal value.

2. The Jane Burr Winslow Endowment Fund was created in 1992. All income from the fund shall be utilized by the WAA on as-needed basis for general operating expenses. The principle of the fund shall remain intact and

not be subject to invasion except in the case of extreme emergency as defined by a two-thirds majority of the Board. Additional capital may be invested in this fund subject to these terms through fund-raising, gifts and bequests.

3. Fiscal Year. The fiscal year of the WAA shall begin on the first day of January and terminate on the last day of December in each calendar year.

4. Amendment and Repeal of Bylaws. The bylaws may be amended, repealed or adopted by a two-thirds vote of the active members by mail, by proxy or in person. These votes shall be counted at a duly constituted membership meeting with no less than twenty days' written notice being given by first class mail to each member. Such notice shall specify the changes or amendments being proposed. In addition, a copy of the proposed changes or amendments shall also be posted at the WAA for a similar twenty-day period prior to the meeting.

5. Dissolution of the WAA. In the event of dissolution, all remaining assets and property of the Association shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, subject to an order of a justice of the Supreme Court of the State of New York.