

By-Laws of the Brazos Valley Art League (dba Visual Art Society Bryan-College Station)

Revised June 2023

ARTICLE I - Name

The official name of the non-profit 501(c)(3) corporation is the Brazos Valley Art League doing business as (dba) the "Visual Art Society of Bryan-College Station" (VASBCS).

ARTICLE II - Mission Statement

The Visual Art Society of Bryan-College Station (VASBCS) is a volunteer, non-profit organization dedicated to providing opportunities for local artists of all ages and skill levels to explore, develop, and market their creations. Through events, projects and educational programming, the VASBCS strives to foster the appreciation of visual art and aspires to raise awareness about the relevance and intrinsic value of the visual arts in our community. By nurturing the artist, we enrich the community!

ARTICLE III - Fiscal

1. The fiscal year shall be June 1 - May 31.

ARTICLE IV – Non-Discrimination Statement

The Visual Art Society is an equal opportunity organization committed to the principle and practice of equal opportunity to participate in membership and volunteer activities. As such, the Visual Art Society follows both U.S. federal and state laws, which protect individuals from discrimination and harassment based on any of the protected classes.

ARTICLE V - Membership

1. Membership is open to adults aged 18 and above on payment of annual dues.
2. Student membership will be available for ages 16 to 25 with Valid Student ID.
3. Persons failing to pay dues will not be permitted to hold office or receive member privileges in exhibits or activities sponsored by the VASBCS.
4. No individual member of VASBCS may represent the VASBCS verbally, in writing, electronically or otherwise without prior written consent of the VASBCS Board.
5. If a grievance or problem should arise the VASBCS Board shall be the channel for arbitration. This may be arranged by contacting the President of the VASBCS.

ARTICLE VI - Board of Directors

1. President, Vice President, Recording Secretary & Treasurer as officers, Membership Chair, Corresponding Secretary, Exhibits Chair, Demo and Workshop Chair, Show Chair, Publicity Chair, Social Chair, and Technology Chair as appointed members. All board positions will be held for the duration of one (1) year. No board position may be held for more than three (3) consecutive years unless the Board votes to extend a position due to special technical or aptitude requirements.

2. The President will appoint a selection committee no later than March and a vote on the slate of officers will be taken at the May meeting. The slate will pass if the majority of members present vote in favor. Alternatively members of the organization can vote for the slate of officers using a mail or electronic ballot, provided previous notice has been given to all members. Responses must be readily available to the entire Board. The slate of officers will be accepted if a majority of the votes received are in favor. The installation of officers will occur at the June meeting. Those elected/chosen to serve as the Board of Directors take office immediately after installation.
3. A Board member may be removed from office by a two-thirds majority vote at a regularly scheduled board meeting where the item was placed on the written agenda distributed at least one week ahead.
4. Subject to approval, a Board member may request a leave of absence for up to three months.
5. Vacancies shall be filled by the Board of Directors to complete the term, unless otherwise stated. No person shall hold more than one elected office simultaneously.
6. The President, outgoing President and Treasurer shall jointly submit a proposed budget for the coming year for all activities for the League. The Board of Directors must approve the budget.
7. All votes by the Board must be done in person or by video conferencing to allow for a thorough discussion of the topic.

ARTICLE VII - Duties

1. **President** - Serves as Chairman of the Board of Directors and presides at all meetings. Represents the VASBCS to the community, contributes information to the newsletter and serves as an ex-officio member of all committees. Has previously served on the VASBCS Board of Directors.
2. **Vice-President** - Serves as **Exhibits Chair** - Organizes and supervises displays or exhibits sponsored by the VASBCS. Assists the President as needed and fulfills the duties of the President in the absence of the President. Assumes the office of the President should it become vacant prior to the end of said term.
3. **Recording Secretary** - Keeps minutes of the VASBCS Board meetings and general membership meetings as needed. Maintains minutes of organization in designated cloud storage.
4. **Treasurer** - Serves as **Membership Chair** - Receives and deposits funds and keeps financial records. After approval of the annual budget, the Treasurer may pay such accounts as budgeted. The Board of Directors may vote and approve any expenditure not represented in the regular budget. Is responsible for submitting a monthly and annual financial report. The books shall be closed at the end of the fiscal year May 31. An outside accountant will reconcile VASBCS accounts twice per year; the board will be given the results, and receipt when this is done. The treasurer is also responsible for reporting sales tax to the state comptroller's office and for filing the federal tax return. Submits Form 802 "Periodic Report of a Nonprofit Corporation" to the state of Texas.

Supervises an annual membership drive and maintains a file of members. Prepares and maintains VASBCS directory online, google drive and website. Chairs the finance committee.

5. **Corresponding Secretary** - Serves as newsletter editor and assists the president with electronic and other correspondence as needed.
6. **Demo and Workshop Chair** - Obtains demonstration artists for regular VASBCS meetings and provides information for advertising the demonstration artist to the newsletter editor, publicity chairperson and technology chair.. Ensures the demo artist is set up before the business meeting begins and introduces the artist. Plans at least one workshop per year.
7. **Show Chair** - Chairman of VASBCS Shows. This includes obtaining judges as needed, ordering ribbons and supervising the hanging of art shows.
8. **Publicity Chair** - Publicizes various events and activities of the VASBCS to the community at large.
9. **Social Chair** - Organizes refreshments for regular VASBCS meetings and receptions hosted by VASBCS. Recruits helpers as needed.
10. **Technology Chair** - Prepares, maintains, and organizes the VASBCS website. Coordinates with other members to manage the technology tools utilized by the VASBCS.

ARTICLE VIII - Committees

1. The selection committee will present a slate of officers at the May meeting for approval by the membership. The elected officers will be installed at the June meeting.
2. There shall be three standing committees:
 - a. a. Executive – Comprised of the organization’s officers; President, Vice President, Recording Secretary, and Treasurer, this committee meets as needed to facilitate decision making between board meetings or in urgent and crisis circumstances. The executive committee does not replace the full board. It reports to and is accountable to the full board. As such, the full board should always confirm decisions in its next meeting.
 - b. Finance and Governance – Each board member shall volunteer to serve on one of these committees annually. A non-board member may also serve on a committee as a member representative. The governance committee will select a chair from its members. The Treasurer serves as chair of the finance committee. Each committee meets at least once annually.
 - i. The governance committee is responsible for reviewing the governance structures and practices of the organization and reporting its findings and recommendations to the board.
 - ii. The role of the finance committee is primarily to provide financial oversight for the organization.

ARTICLE IX - Meetings

1. The VASBCS shall have regular monthly meetings as scheduled.

2. The Board of Directors shall meet at the discretion of the President, or three (3) members of the Board of Directors may call a special meeting with sufficient written notice.

ARTICLE X - Gifts and Contracts

With the approval of the Board of Directors, the President may accept both restricted and unrestricted gifts and can enter into contracts for VASBCS.

ARTICLE XI - Parliamentary Authority

These bylaws may be amended at any regular meeting by a two-thirds vote of members present, or by a majority of the members of the organization who participate by voting using a mail or electronic ballot, provided previous written notice has been given to all members.

ARTICLE XI - Dissolution

Upon dissolution of this organization, all outstanding accounts shall be paid, books audited, and remaining funds shall be disposed of by the members of the league by agreed procedure, for a project to benefit the community. The rules for dissolution are dictated by the State of Texas.

STANDING RULES

Before the regular meeting following the elections, the newly elected President shall call a Board of Directors meeting of outgoing and newly elected members for the purposes of transferring all records, duties and pertinent information.