

CONSTITUTION
ROCHESTER ART CLUB, INCORPORATED
2004 Revision

ARTICLE I - NAME

The name of the corporation shall be the ***ROCHESTER ART CLUB, INCORPORATED*** (hereinafter Club), a not for profit corporation.

ARTICLE II - PURPOSE

The objective of the Club shall be to establish and maintain an active and viable visual art organization of professional quality and to develop and promote an appreciation for visual arts in the community.

ARTICLE III - GOVERNMENT

- Section 1. The ruling body of the Club shall be a Board of 12 Directors, representative of the general membership, (hereinafter Directors), who shall be elected to serve for terms of three years each, on a rotating basis, four to be elected each year. Any officers appointed, who are not directors, will become ex-officio directors with voting rights.
- Section 2. The Directors shall have charge of the affairs, funds, and properties of the Club. They shall carry out the obligations and purposes of the Club, subject to the Constitution and Bylaws. They shall not incur unusual obligations without the express sanction of the Club. Seven twelfths of the Directors and Officers entitled to vote shall constitute a quorum.
- Section 3. The Directors shall have the power to fill all vacancies and offices for the remainder of the non-expired terms.

ARTICLE IV - OFFICERS

- Section 1. The officers of the Club shall be a President, 1st Vice President, 2nd Vice President, Treasurer, Recording Secretary, Corresponding Secretary and Membership Secretary. At the first meeting of the Directors, following the annual election, the Directors shall appoint the officers from among its membership or the Signature Members for a term of one year. Officers may succeed themselves.
- Section 2. The **President** shall preside at the meetings of the Club and of the Directors. He (She) shall, with the Treasurer and/or Recording Secretary, sign all written contracts and obligations of the Club. The President shall appoint committees and perform such other duties as may be assigned by the Directors. He (She) shall be an ex-officio member of all committees.

- Section 3. The **1st Vice President** shall serve in the capacity of President elect and as such shall perform the duties of the President in the absence or incapacity of the President. He/she shall render every assistance and cooperation to the President, particularly in making long range plans for the Club. The First Vice president shall serve as Exhibition Coordinator.
- Section 4. The **2nd Vice President** shall serve in the capacity of informational liaison for programs. The Directors shall appoint a Program Chair to insure an active calendar of programs and facilitate long range program planning.
- Section 5. The **Recording Secretary** shall keep a record of the proceedings of all meetings of the Club and of the Directors and file all documents and reports connected with the business of the Club. Minutes of Directors meetings shall be sent to Directors and Officers as promptly as possible. When unable to attend any meeting, he (she) shall appoint a member to make a recording of the proceedings.
- Section 6. The **Corresponding Secretary** shall attend to the correspondence, file letters, and issue notice of meetings and events.
- Section 7. The **Treasurer** shall receive all moneys due the Club and pay all bills contracted by it and approved by the Directors either as part of the approved budget or by special approval. Balances of money on hand and any major obligations of the Club shall be reported at all Board meetings with written copies given to the President and Recording Secretary. A full report for the past year shall be made at the annual business meeting of the Club. By the first Fall Directors meeting of each year he (she) shall prepare and submit to the Directors for their approval a budget of receipts and disbursements for the coming fiscal year.
- Section 8. The **Membership Secretary** shall maintain membership records and handle any business pertaining to new members.

ARTICLE V - MEMBERSHIP MEETINGS

- Section 1. An annual, member only, business meeting of the Club shall be held each year at such time and place as the Directors designate. Notice of such annual meeting shall be given to all members at least two weeks in advance.
- Section 2. Special Club meetings may be called by the President. The members may call a meeting by written request of not fewer than ten percent of the members.

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ARTICLE VI - ELECTIONS

- Section 1. At the first Directors meeting in the fall, the President shall appoint from among the Signature Members, a **Nominating Committee** consisting of three people.
- Section 2. At least 10 weeks before the end of RAC year, the Nominating Committee shall submit to the membership, four names of candidates to serve as Directors for a term of three years. Two additional nominations may be made from the general membership.

- Section 3. When nominations are complete, the general membership shall be notified and directed to vote for the new Directors. The election results shall be announced to the general membership in a timely manner. The new Directors shall assume office July 1st, but shall attend the last Directors meeting, at which new officers are elected and shall vote for it. Directors retiring from office shall also attend this meeting for the purpose of continuity but shall not vote in the election of officers.

ARTICLE VII - COMMITTEES

- Section 1. In addition to the Nominating Committee as set forth in Article VI above, the following Committees shall be appointed.
- Section 2. **Jury Membership Selection Committee:** This committee shall be responsible for the approval of Signature Members. This Jury shall be made up of three regular and two alternate members. They shall be Signature Members and shall be appointed by the Directors. Members of this committee shall serve a three-year term and may not serve consecutive terms, with a new member appointed each year. The alternates shall be appointed annually.
- Section 3. **Show Chairperson:** The First Vice President shall appoint, several months in advance of each club exhibit, a show chairperson or co-chairpersons for each exhibit. The chairperson shall receive a budget from the Directors. Director's approval is needed for items exceeding budget. Chairperson may select Members to assist in presenting the exhibit.
- Section 4. **Audit committee:** The President shall appoint an Audit Committee of two Members in May of each year to audit the books of the Treasurer. The report or audit shall be presented at Directors meeting prior to the annual membership meeting.
- Section 5. **Historian:** The Directors shall appoint an Historian to keep a continuing history of the Club's activities.
- Section 6. **Parliamentarian:** The Directors shall appoint a Parliamentarian to advise the President on the agenda of meetings and adherence to the constitution.
- Section 7. **Special Committees:** In addition to the named committees, the President, at the discretion of the Directors, may appoint special committees from time to time to serve for the term of the President.
- Section 8. **Editor of the Newsletter:** The Directors shall appoint a Newsletter Editor who is responsible for gathering, coordinating and soliciting, pertinent club information and communicating it to the membership.

ARTICLE VIII - MEMBERSHIP

- Section 1. The membership of the club shall consist of three classes: Signature Members, Patrons and Honorary Members.
- Section 2. **Signature Members:** All current active juried members in good standing shall be called Signature Members with the privilege of voting, holding office and exhibiting. Signature Membership indicates willingness to serve the

needs of the Club. The Club shall elect Signature Members in a method described in the Bylaws.

- Section 3. **Patrons:** Any person or group who wishes to support the Club financially may become a Patron by contributing minimum amount to be specified by the Directors. They shall receive a letter of appreciation and a listing on programs as such. (An exception will be made for the special members of the Club on the date this Constitution is adopted. They shall be transferred to this category and shall pay an amount equal to Signature Member dues.) Patrons may not vote, hold office or exhibit.
- Section 5. **Honorary Members:** From time to time, names of Signature Members who have served the Club well during a long membership may be selected for Honorary membership by a majority vote of the Directors. These are honorary memberships and require no dues. Such members may vote, hold office and may submit work for exhibition upon payment of entry fee.

ARTICLE IX - **FINANCES**

- Section 1. The funds of the club shall be deposited only in a national bank, or state bank, or trust company operating in accordance with the laws of the State of New York and whose deposits are insured by the instrumentality of the United States government. The funds may not be loaned to or invested with any officer or member of the Club or to any other person or agency.
- Section 2. The Club's fiscal year shall be July 1 to June 30.
- Section 3. Property of the Club shall be used only in furtherance of the Club's stated purposes and the property shall not be used, destroyed, given away or abandoned without the express direction of the Directors.

ARTICLE X - **GENERAL**

- Section 1. The **Recording Secretary** shall preserve copies of the organization papers of the Club, and its Bylaws, and any amendments. Proceedings of all meetings of the Directors and of the Club shall be recorded and preserved in the archives. The minutes of all meetings shall be signed by the Secretary or by one acting in his (her) place.
- Section 2. Notwithstanding any other provisions of these articles, the Club is organized exclusively for one or more purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a club exempt from Federal income tax under IRC Section 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.
- Section 3. No part of net earnings of the Club shall inure to the benefit of any member, trustee, director, officer of the Club or any private individual (except that reasonable compensation may be paid for services rendered to or for the Club. No member, director, officer of the Club or any private individual shall be entitled to share in the distribution of any of the Club's assets on dissolution of the Club.

- Section 4. No substantial part of the activities of the Club shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC Section 501[h]) or participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.
- Section 5. **Record retirement:** With the exception of minutes, organization papers and financial statements, which must be preserved indefinitely, working papers of the Club, may be disposed of with the express permission of the Directors.

ARTICLE XI – **DISSOLUTION:**

- In the event of dissolution of the Club, all of the remaining assets and property of the Club shall, after the necessary expenses thereof, be distributed to another organization exempt under IRC Section 501(c)(3) or corresponding provisions of any subsequent Federal tax law which is engaged in endeavors to promote the visual arts or education in the visual arts. If there is no other such organization, then to any other so exempt organization, or to the Federal Government, or state or local government for a public purpose, subject to the approval of a justice of the Supreme Court of the State of New York.

ARTICLE XII- **AMENDMENTS**

- Submitting changes to the Signature Membership in writing may amend these Articles. Members must vote for or against and return ballots to the President. A majority of at least two thirds of voting members is required for adoption.