



BYLAWS OF THE OTTAWA ART LEAGUE

2019 Revision

Article I – Name

The name of the organization shall be Ottawa Art League and subsequently referred to in this document as OAL

Article II – Purpose

The formal purpose as stated in the Certificate of Incorporation of the OAL is to “cultivate, promote, foster, sponsor and develop a greater interest in art.” To this end the league shall:

- A. “encourage intercourse and exchange of ideas, knowledge and experience among artists both professional and amateur.
- B. hold and conduct meetings for the presentation and discussion of knowledge and techniques for the continued expansion of artistic skills;
- C. offer awards, prizes and other honors for the purpose of encouraging artistic expressions;
- D. disseminate knowledge, experience and general news of interest through articles, papers and publication, and other communications media to amateur artists;
- E. arrange for and conduct local competition among amateur artists; arrange for and conduct a system of expert appraisal and criticism with respect to the amateur level of the participants;
- F. unite and bring together those who share an interest in art;
- G. combine and coordinate the activities of OAL with other persons and groups whose cooperation shall be deemed helpful to the accomplishment of the purposes of OAL.”

Article III – Members

Anyone sharing interests and supporting the objectives of OAL shall be considered for membership by the Board of Directors.

- A. Active member – is a member in good standing who shall have paid his/her dues and participates in the activities of the OAL. Only active members in good standing shall be entitled to vote at meetings and in the election of officers and directors, and be eligible to serve as officer or director.
- B. Affiliate member – is a membership which from time to time may be authorized and defined by the OAL; may include designations such as Honorary, Lifetime, Charter, etc.; and may be exempted from dues.
- C. Dues – The amount shall be determined by OAL: and payable each January 1st for the league year that runs January 1st to December 31st of the same year. Members in arrears for three months, and having been notified and failing to respond shall be dropped from membership rolls (unless otherwise advised by the Board of Directors).
- D All members shall be governed and abide by the Bylaws of the OAL.

Article IV – Government

A. An Executive Board is responsible to the members of the OAL and shall manage, direct, and control the affairs and property of the OAL and act on its behalf. The Board members shall perform duties according to the authority granted in these Bylaws or required by the general membership.

- B. The Executive Board shall consist of the elected officers and four (4) elected directors; totaling not less than seven (7) members.
- C. A majority of the members of the Executive Board shall constitute a quorum for any board meeting duly called. A quorum being present the action of a majority of members voting shall be the act of the Executive Board.
- D. The Executive Board shall have the power to appoint committees and employees to carry out the objectives of the OAL as it may deem proper, and shall determine respective powers, duties and compensation, if any.
- E. Members of the Executive Board are as follows:
 - Officers:
 - 1. President
 - 2. Vice-president
 - 3. Secretary
 - 4. Treasurer
 - Directors:
 - 1. two (2) members, elected in odd years
 - 2. two (2) members, elected in even years
- F. Officers are elected to a term of one (1) year, and may be reelected without limit, with the exception of the President. The President shall hold office for no more than two (2) consecutive terms of one (1) year each.

In the case of a vacancy among the officers, the Executive Board shall elect one of their members to fill the office for the un-expired term.

- G. Directors are elected to a term of two (2) years, and may be reelected without limit. Two (2) directors are elected in the odd number years, and two (2) in even years. Mid term vacancies among the directors shall be filled by the elective action of the Executive Board from the general membership and serve the unexpired term.

Article V – Duties of the Executive Board , Its Members, and Committees

- A. Through cooperative actions the Executive Board has the duty to:
1. establish policy and make recommendations to the membership
 2. receive reports of all officers and committees of the OAL
 3. approve reports and budgets and make recommendations to the membership
 4. serve as an educational body to improve leadership; achieve harmony in the OAL; provide a forum for persons with valid concerns regarding the OAL's welfare
 5. establish, interpret and enforce rules and requirements authorized or mandated by these Bylaws
- B. President
1. shall exercise powers and perform the duties usually incident to office
 2. shall supervise and manage the affairs of the OAL subject to the Bylaws and the order of the Executive Board
 3. shall preside at the meetings of the Executive Board and of the general membership
 4. shall prepare an agenda for the Executive Board and general membership meetings
 5. shall appoint a committee each year in September for the purpose of nominating new Officers and Directors
 6. shall appoint committees not otherwise provided for in the Bylaws
 7. shall be ex-officio member of all committees
- C. Vice President
1. shall preside in the absence of the president at all meetings
 2. shall be designated by the Executive Board to discharge the duties of President in the event the office of President is vacant for any reason
 3. shall perform such duties as may be assigned by the Executive Board
- D. Secretary
1. shall call a meeting to order if the president and vice president are absent
 2. shall record the minutes at all meetings of the membership and the Executive Board
 3. shall sign the minutes and all certified acts of the OAL
 4. shall have available at meetings the official documents of the OAL, including the bylaws, rules of order, standing rules, correspondence, and minutes
 5. shall keep the bylaws and other governing documents up-to-date with any changes made through the amendment process
 6. shall keep committee reports on file, notify members of their election to office or appointment to committee, and furnish them with the proper documents
 7. shall, along with the treasurer, keep copies of all usernames, passwords, security questions, and set-up information needed for OAL control of Internet functions
 8. shall bring the ballots and any necessary supplies for elections
 9. shall perform such duties as may be assigned by the Executive Board and are usually incident to the office
- E. Treasurer
1. shall receive and disburse all dues and funds and be custodian of all funds of the OAL.
 2. shall keep a record of business transactions, keep regular accounts in books belonging to OAL or in computer files made available to OAL, and reconcile accounts and present the books for annual audit
 3. shall have all expenditures over five percent (5%) of the gross balance in the OAL bank account (or \$50, whichever is greater) approved before payment at any meeting of the OAL
 4. shall make a report on the condition of the Treasury when requested to do so by the president or the Executive Board at any meeting
 5. shall keep a copy of all contracts entered into on behalf of the OAL
 6. shall along with the secretary keep copies of all usernames, passwords, security questions, and set-up information needed for OAL control of Internet functions
 7. shall keep the liability insurance of the OAL up to date and provide requesting committees with a Certificate of Insurance
 8. shall perform such duties as may be assigned by the Executive Board and as are usually incident to the office
- F. Directors
1. shall regularly attend the meetings of the Executive Board
 2. shall perform such duties as may be assigned by the Executive Board

G. Committees

1. All committees not otherwise provided for in the bylaws are appointed by the president with the approval of the Executive Board. The secretary gives the committee chairman proper documents so that the committee can accomplish its work. The committee chairman shall preserve all documents given him/her and return them to the secretary in the same condition in which they were received, with the addition of a record and report of the activities he/she chaired, thus providing a continuation of valuable experience.
2. Standing committees are considered a permanent part of the organization. Members of standing committees may expect to be engaged in any of the respective activities. All committees will be headed by a chairman chosen by the Executive Board and are recommended to attend Board Meetings regularly. The chairperson can choose committee members as needed to perform the responsibilities of the committee. Following are the OAL standing committees:
 - a. Budget and Planning (taking the place of finance) In January of each year, this committee, with information from the treasurer, should provide the Executive Board with an operating budget to be approved by the Executive Board. With the aid of the other standing committees, this committee should create the business plan for the coming year. In addition, this committee should develop and update a 3 and 5 year plan to guide the OAL in accomplishing its mission as stated in the bylaws.
 - b. Programs – This committee shall be in charge of developing programs for the general membership meetings throughout the year including refreshments.
 - c. Publicity and Advertising – This committee should be in charge of working with the other standing committees and the Executive Board to plan and execute all publicity and advertising for the OAL for shows, receptions, fundraisers, and handle press releases, signage, etc. A member of this committee shall be in charge of managing, planning, and updating the OAL Website. A member of this committee shall keep an updated record of all publications in which the OAL advertises its events, keeps a record of the deadlines for each publication and works with the Executive Board and other committees to make certain the information is available for those deadlines.
 - d. Fund Development (was Ways & Means)– This committee shall be in charge of planning and executing all fundraising projects throughout the year including raffles, bake sales, corporate donations, etc. The committee should work closely with Budget & Planning and Publicity & Advertising to develop a means of supporting the mission of the OAL throughout the year. This committee should also carry out all fundraising campaigns and send out letters to all Sponsors, Patrons, and Friends of the OAL for tax purposes. This committee should be in charge of gifts for donors. A major function of the fundraising committee should be to handle all grant development for the OAL.
 - e. Membership –This committee shall manage membership within the guidelines of Article III of the bylaws. This committee will manage the membership campaign each year between November (for dues payable on January 1st) and the close of the membership drive on April 1st. This committee shall be in charge of keeping all membership records for the OAL up to date and disseminate information about members to the Executive Board and all members. It will be this committee's responsibility to collect all dues as determined by the OAL and properly give them to the Treasurer for deposit. It should also be the function of this committee to maintain biographies and photos of artwork by the members for use by the membership committee and other committees in the OAL.
 - f. Gallery - This committee shall be responsible for managing the OAL Gallery. This will include changing displays monthly, cleaning, refurbishing and obtaining display fixtures, collecting and returning artwork monthly, keeping paperwork for the gallery up to date, recording sales, and giving the Treasurer the proper paperwork to pay the involved parties.
 - g. Newsletter – This committee will be responsible for developing, writing and disseminating the newsletter monthly to further the mission of the OAL as stated in the bylaws.
 - h. Shows –. (This was a part of special committees but for planning and publicity requirements, this committee should operate all year long to properly function.)
This committee shall be in charge of planning and executing, all OAL shows, including but not limited to the Spring and Fall Visions, the Town & Country, the Youth Show, and Art in the Park. This committee should work closely with Budget & Planning, Publicity & Advertising, and Fund Development to make sure that shows are functioning within the monetary constraints of the OAL, have the proper media exposure, and provide possible fundraising opportunities for the League. It is this committee's duty to make sure that all shows are carried out

in a professional manner and further the mission of the OAL as stated in the bylaws. A member of this committee shall be in charge of keeping a record of places and organizations that welcome exhibits from OAL members and help members exhibit their art at these places.

i. Education – This committee shall be in charge of workshops for and by members. This committee shall be in charge of the development and maintenance of a scholarship fund and the awarding of a scholarship to local area high school seniors who are seeking further education in art. This committee shall also perform the duties of an OAL historian.

3. Special committees shall be appointed by the President with the approval of the Executive Board to investigate a specific issue, or perform a certain task and cease when the task is completed. OAL special committees include but are not limited to the following:
- a. Nomination Committee
 - b. Bylaws Revision Committee

Article VI Liability of the OAL

A. All show or exhibition committees must provide participants with the following information, include it in show rules, and/or have it posted at any and all exhibits of the OAL:

Neither the Ottawa Art League nor its members, individually or as an organization, assumes liability for loss, damage, or injury as a result of theft, loss, fire, or accident involving exhibits of art. Other than providing responsible volunteer supervision of the exhibit by members of the Ottawa Art League or placing the exhibit in a reasonably secured public display, no other responsibility for personal property exhibitors, guests, or members is assumed by the Ottawa Art League, including our location host. The Ottawa Art League will not be responsible for works left after shows close.

B. The show or exhibition committees will be responsible for providing a Certificate of Liability Insurance as required by landlords or owners of exhibition sites from the Ottawa Art League.

C. No contract in the name of the OAL can be signed by any member without the approval of the Executive Board.

Article VII – Meetings

A. Regular meetings of the OAL shall be scheduled for the first Wednesday of each month at a place procured by the Executive Board.

- 1. Ten (10) active members shall constitute a quorum for general meetings
- 2. A quorum present, the action of a majority voting shall be the act of the OAL unless otherwise provided by these Bylaws.

B. Meetings of the Executive Board

- 1. The newly elected Executive Board shall meet within thirty (30) days of the annual election; thereafter, at least quarterly, but preferably monthly.
- 2. The newly elected officers assume their duties the first of January of the new calendar year.
- 3. If the newly elected Executive Board agrees, then board meetings can be held by Messenger, email, or another form of Internet communication as long as all board members are included and capable of participating in online meetings. A quorum is required to vote on measures online and that quorum is determined in the same way as a face-to-face Executive Board meeting in #6 below.
- 4. As need arises the Executive Board may call special meetings.
- 5. Notice of a special meeting of the board must be received four (4) days prior to the date of any special meeting.
- 6. A majority of members of the board shall constitute a quorum. A quorum being present a majority of board members voting shall be the act of the Executive Board.

C. Electoral meeting / Annual meeting - At the annual meeting held the first Wednesday in November the membership shall receive nominations and shall elect board members for the coming year.

Article VIII – Nomination and Election

A. Nominations – In September the President shall appoint a Nominating Committee with the approval of the Executive Board; and shall make a general announcement of the upcoming elections.

- 1. The Nominating Committee shall consist of not less than three (3) active members to propose nominees for positions on the Executive Board.
- 2. The committee's slate, as well as other nominees from the membership are voted upon at the Annual meeting in November.
- 3. The Secretary prepares the requisite number of ballots, making adequate provision for maintaining the secrecy of the ballot, and allowing for write-in candidates.

B. Election – The Secretary advises of the provision that:

1. only active members in good standing are eligible nominees
2. only active members in good standing are entitled to vote

Article IX – Amendment and Revision

These Bylaws may be amended or revised at any Annual meeting or duly called special meeting of the general membership by a two-thirds (2/3) vote of the active members present provided that the proposed amendment or revision has been presented at one meeting and voted on at the following meeting.

Article X – Parliamentary Authority

This organization shall be governed by Robert's Rules of Order, Revised in all points not covered by these Bylaws.

Article XI – Dissolution

Upon the dissolution of the corporation, the Board of Trustees shall, after making provision for all payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under section 501 © (3) of the Internal Revenue code of 1954 (or to corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction or circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article XII – Revision

These revised Bylaws shall become effective immediately if approved by a vote of the membership at the September 2, 2009 general meeting.