

CONSTITUTION  
WILLIAMSVILLE ART SOCIETY  
Passed May 9, 2014

**ARTICLE I** **NAME**

The name of this organization shall be "The Williamsville Art Society."

**ARTICLE II** **OBJECTS AND PURPOSES**

The Williamsville Art Society was established in 1953 for the purpose of exhibiting local artist's talents and promoting fine art in all media.

**ARTICLE III** **MEMBERSHIP**

Section 1

Membership shall be open to all persons interested in the purpose and activities of this Society. New members will be admitted to the Society from September 1, each year upon application and payment of annual dues.

Section 2

Membership shall include those whose current dues are paid.

**ARTICLE IV** **DUES**

The annual dues for members are due in September. If dues are not received by October 31, the member shall be dropped from the membership rolls and shall not be eligible for the fall art show. Members joining after October 31, but prior to March 31, shall be eligible to enter the spring show, provided annual dues are paid.

**ARTICLE V** **DIRECTORATE**

Section 1

The control and management of the Society shall be by a Board consisting of four (4) Officers, President, Vice-President, Secretary, and Treasurer, plus nine (9) Directors, all of whom shall be members in good standing in the Society.

Section 2

Members of the Board shall be elected at the regular meeting in May.

Section 3

The Directors shall be divided into three groups of three members each, and shall be elected for a term of three years commencing the first day of September. Directors whose term of office is coming to a close are eligible for re-election.

Section 4.

The Board shall conduct a minimum of two meetings per year, called by the President. Notification shall be by mail, phone, or e-mail, at least 10 days prior to the meeting.

Section 5

Any vacancy occurring on the Board shall be filled by appointment of the Board. Such appointments shall be effective immediately and shall remain in effect until the next election.

Section 6

All Officers and Directors are volunteer positions.

**ARTICLE VI** **DUTIES OF OFFICERS**

Section 1

The President shall preside at all meetings of the Society and the Board, and appoint necessary chairman. The President shall be an ex officio member of all committees and shall have authority to

call a meeting of a committee or the Board at any time. The President shall serve as signatory and have an accurate record of all funds of the Society.

#### Section 2

The Vice President shall possess all the powers of the President, and perform all duties in the absence of the President.

#### Section 3

The Secretary shall, in the absence of both President and Vice President, perform the duties of the President. He or she shall keep the minutes of all regular and Board meetings, and attend to the correspondence of the Society.

#### Section 4

The Treasurer shall serve as signatory and have charge of all funds of the Society. He or she shall sign all checks, keep an accurate record of the receipts and disbursements for the year, and make an itemized report of the same at the annual meeting. He shall supply the President with a monthly record of all funds. The Treasurer shall accept applications and dues from all members and maintain an accurate roster of members.

### ARTICLE VII

#### ELECTIONS

##### Section 1

Terms of Officers shall be for two (2) years. If an Officer is unable to continue for the second year of the term, an election for that office will take place in May, to fulfill the second year of the term.

##### Section 2

The bi-annual election of Officers shall be held at the regular May meeting. The President shall appoint a nomination committee by March of the election year. Their duty shall be to submit a slate of Officers and required Directors. Nominations for Officers and Directors, Vice President, Secretary, and Treasurer may be made from the floor. In the event of a contest, voting shall be by ballot.

##### Section 3

As of September 1, at the end of each biennium, the Vice President assumes the Presidency. If the Vice President is unable to assume the Presidency, nominations for President may be made by the Nominating Committee or from the floor. In the event of a contest, voting shall be by ballot.

##### Section 4

No name may be put up for election without the consent of the person involved.

##### Section 5

Members can only hold one elected office at any time.

### ARTICLE VIII

#### COMMITTEES

##### Section 1

The President shall appoint the following chairman: Show, Program, Publicity, Webmaster, Newsletter, Hospitality, Exhibits, Sunshine, and other committees necessary to carry on the work of the Society. Each committee shall submit, in writing, a report of its proceedings, whenever called upon by the President to do so.

##### Section 2

All committee chairs and committee members are volunteer positions.

### ARTICLE IX

#### MEETINGS

##### Section 1

The annual Board meeting of the Society shall be held after the May meeting and before September 1 of that year. At this meeting the outgoing Officers shall make their annual reports.

## Section 2

A quorum of any meeting of the Society consists of 10% of the membership. A quorum of the Board shall consist of five (5) members. Matters of business requiring voting shall be decided by a simple majority of those present, provided a quorum exists. A meeting cannot legally be conducted if there is no quorum present.

## Section 3

In all matters of procedures not covered by the Constitution, Roberts Rules of Order (revised) shall be the parliamentary authority at regular meetings of the Society.

## Section 4

The President may call special meetings.

## **ARTICLE X**

### **EXHIBITS**

Only members in good standing are eligible to show in any exhibit in the name of the Society. For the fall show, members shall join by October 31. For the spring show, members shall join by March 31.

## **ARTICLE XI**

### **AMENDMENTS**

This constitution may be amended by adoption of a resolution at two successive meetings of the Society. A notice containing the proposed amendment shall be sent to each member eligible to vote at least 10 days prior to the meeting at which it is finally to be adopted, and the final adoption of the resolution shall be by the affirmative vote of two thirds of the eligible voters present.

## **ARTICLE XII**

### **TERMINATION**

In the event that it is deemed necessary or advisable to terminate the activities of the Society all properties shall be liquidated and all monies in the name of the Williamsville Art Society shall be donated to further the object and purpose of this Society as set forth in Article II of this Constitution. The Board shall determine the recipient of this donation.

This Constitution is to supersede the original Constitution and the amended constitutions of 1956, 1957, 1961, 1964, 1969, 1980, and 1984.

\*\*\*\*\*Copies were sent to Members in the April newsletter, either by email or by USPS. Draft of Constitution was read to the membership on April 11, 2014.

\*\*\*\*\*Motion was made to dispense with the reading in May. It was voted on and passed.

May 9, 2014