

**THE BYLAWS OF THE  
ATLANTA ARTISTS CENTER, INC.**

Atlanta, Georgia – Latest Revision January 15, 2017

**ARTICLE I**

- A. Atlanta Artists Center, Inc. 2979 Grandview Avenue, Atlanta, GA 30305 (herein referred to as “the Center” or “AAC”) is a nonprofit, member-controlled corporation incorporated under the laws of the State of Georgia in 1968, with its principal office, gallery and instructional center at 2979 Grandview Avenue, Atlanta, GA 30305.
- B. Tax Exempt Status. This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 which grants an exemption from federal income tax and Section 170(c)(2) of said Code which makes gifts and contributions to this corporation deductible from the donor’s federal income tax. Accordingly, this corporation shall not engage in any activities not permitted by those sections of the law.
- C. Non-Partisan Activities. The Center shall remain non-partisan. It shall not publish or disseminate materials with the purpose of attempting to influence legislation. It shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any measure being submitted to the general public for a vote.
- D. Dedication of Assets. The assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings or assets of this corporation shall inure to the benefit of any private person, or member, or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed to art-related organization(s) qualified under Section 501(c)(3). In this case, the Board will offer three options to be voted on by the membership.
- E. Use of Gallery. The AAC gallery is for group exhibitions of works primarily by AAC members and non-member group exhibits that have an outreach component directly related to the Atlanta Artists Center. The gallery may also be used for other special exhibits that are approved by a board vote

**ARTICLE II**

**MISSION STATEMENT**

The purpose of this corporation is to promote and support the visual arts in the greater community and assist in the development and advancement of artists. The Center’s volunteers provide educational programming, art exhibits in our gallery and other public and private venues, and other outreach consistent with the advancement of art.

**ARTICLE III**

**MEMBERSHIP**

**A. Member Eligibility**

- 1. Member must be at least 18 years of age.
- 2. Members must pay annual dues, and any assessments and fees. Exceptions: Honorary Members; the President; Past Presidents for two (2) years following the last year of presidency, provided they are active in the organization; and members who have been granted dues waivers by approval of the Board.
- 3. Members are requested and encouraged to contribute and record a minimum of 20 service hours yearly to the organization.

**B. Member Rights**

- 1. Members may propose an amendment to the Bylaws. Such amendment must be approved by the Board of Directors.
- 2. Members shall vote on annual slate of officers, amendments and special assessments. These shall be passed by 2/3 (two-thirds) majority of Members present and voting providing the quorum is met. **A quorum consists of 35 members at regular meetings, or 35 at special meetings.**
- 3. Members may attend board meetings. A member may speak if his/her presence has been placed on the agenda by the President prior to the meeting.
- 4. Five percent of the total Members (the Petitioners”) may, by a signed petition, propose any action to the board by presenting their petition to the President at least 10 days prior to the next scheduled board meeting. The Board shall consider the petition and act as it deems appropriate. If dissatisfied with the Board’s action, the Petitioners may demand that their petition be presented to the Membership for a vote. This demand shall be presented to the Board at least 12 days before the next scheduled members meeting, so that the Board can give the Members at least 10 days notice via email of this agenda item and vote. The petition shall pass with two-thirds (2/3) of the membership vote.
- 5. There shall be no Proxy Voting. Members shall be given ten (10) days email notice for any issue on which they are entitled to vote.

### **C. Membership Classifications**

1. Individual Membership: A person who has paid annual dues, or has been granted membership by the Board.
2. Family Membership: Limited to two (2) members of the same household who pay annual dues at a special rate determined by the Board.
3. Student Membership: A qualified art student who is enrolled in an undergraduate or graduate degree program in an art school and has paid a reduced rate as determined by the Board.
4. Honorary Membership: Granted by Board vote to recognize exceptional service to AAC or to the arts in general.
5. Patron Membership: One who has contributed a minimum annual amount of \$250.

### **D. Meetings**

1. Member business meetings shall be held six (6) times per year on Grandview Gallery reception days, and convene 30 minutes before the start of the reception at the Grandview Avenue Center or as otherwise agreed upon in advance by the Board of Directors.
2. The Annual Member Meeting shall be held in September.
3. Special Meetings shall transact only such business as specified in the call.
4. All Meetings shall be conducted under Robert's Rules of Order (most current edition).

## **ARTICLE IV**

### **DUES AND FEES**

#### **A. Dues**

1. Membership dues shall be set annually by the Board of Directors.
2. Dues shall be applicable January 1 to December 31.
3. Dues for new members joining for the first time shall be prorated for the remainder of the year beginning September 1 of each year.
4. The Board shall waive membership dues, show submission and studio group fees for those who cannot afford to pay, pursuant to criteria and procedures established by the Board.

#### **B. Fees**

1. Fees shall be charged for submission to AAC sponsored exhibits and for studio groups in an amount set by the Board of Directors.
2. Standard sales commissions will be no less than 20% and no more than 50% of amount received.
3. Standard commission fee for rental of artwork will be no less than 50% of amount received.
4. Fees shall be charged for AAC-sponsored workshops as determined by the Education Chair and Committee.
5. AAC may rent the Center to outside groups approved by the Board for a fee. Renters shall agree to AAC's rental contract. Reference Handbook for more details.

## **ARTICLE V**

### **NOMINATIONS AND ELECTIONS OF OFFICERS**

#### **A. Nomination of Officers**

1. Nomination of Officers shall be made by the Nominating Committee.
2. Every Officer or Director must be and remain in good standing.
3. Members of the same household or family shall not serve simultaneously on the Board of Directors.
4. No more than two (2) board positions may be held by the same person. An individual in two (2) board positions may have only one (1) vote.

#### **B. Nominating Committee**

1. The Nominating Committee shall consist of two (2) members of the Board of Directors, elected by said Board at its June meeting. These two members shall choose three (3) members (not officers) from the general membership by the July board meeting. They shall elect their own Chairperson.
2. The Nominating Committee shall publish its nominations for Officers ten (10) days prior to the August Member Meeting and present the slate at the August meeting. The Nominating Committee shall present only names of members who have consented to serve if elected.

C. Additional Nominations

1. Any member may be nominated from the floor by another member provided the person nominated has agreed to serve if elected and agreed to have their names and qualifications published by the Center via email to the membership.
2. The Center shall publish the additional nominations at least 10 days before the September Annual Member Meeting.

D. Election of Officers

1. All elections shall be held at the September Annual Member Meeting, by a show of hands.
2. All elected Officers shall be installed by the outgoing President at the regular December board meeting.

E. Term of Officers

1. Officers shall serve for a term of one (1) year or until their successors are qualified and elected.
2. A term of office shall be from January to December 31 of the year for which they are elected.
3. No officer shall serve in the same office continuously for more than three (3) consecutive terms of one year each.
4. If necessary to replace an officer whose term has not yet expired, candidates for the unexpired term shall be chosen by the Board of Directors and submitted to the membership at the next Member Meeting.

F. Duties of Officers - All Officers:

1. Shall be a member of the Board of Directors.
2. Shall report directly to the President.
3. Shall be familiar with the Center's Bylaws, and sign the Code of Conduct and Conflict of Interest Disclosure.
4. Shall submit to his or her successor, the President and the Gallery Administrator a copy of document to include: support information, a template of working methods along with specific contact information.
5. At the December Board Meeting, outgoing officers shall release all official reports, equipment, digital and hard copy files to their successors as well as to the Gallery Administrator.
6. Officers who are signatories shall authorize expenditures up to \$2000 per month, to any payee including related persons.
7. Purchases over \$2000 must be voted upon by the Board.
8. There shall be no issuance or use of AAC bank debit cards.

G. President

1. Shall report to the Board of Directors.
2. Shall preside at member and board meetings at the Center.
3. Shall present chairs of all Standing Committees for approval by the Board.
4. Shall be a signatory on bank accounts and safety deposit box.
5. Shall be a member of the Budget Committee.
6. Shall be a member of the Structure Committee for the revision of the organization's Bylaws.
7. Shall have dues waived while holding office as President and for the two subsequent years, if active as Past President.
8. Shall assume the role of advisor with voting privileges to the Center and the Board of Directors after the term of office has expired and until succeeded by a new Past President.
9. Shall supervise staffing of the Gallery along with the First Vice-President. Any staff changes shall be reviewed by the Board of Directors prior to action.

H. First Vice President

1. Shall be a signatory on bank accounts.
2. Shall preside at Board and Member Meetings in the absence of the President.
3. Shall supervise staffing of the Gallery along with the President. Any staff changes shall be reviewed by the Board of Directors prior to action.
4. Shall be a member of the Budget Committee.
5. Shall learn the duties of the President in preparation for possible nomination and candidacy for President in the next member election.

I. Second Vice President

1. Shall direct special and short-term projects as directed by the President.
2. Shall direct the Members' Fee Waiver Program.

J. Recording Secretaries (Board and Member Meetings)

1. Shall keep records including all votes and proposals, of all regular and special Board and Member meetings.
2. Shall maintain an up-to-date copy of the corporate legal records including Bylaws, but excluding financial tax records and shall file all required corporate reports before the deadline.
3. Shall prepare and distribute a draft of board meeting minutes to all board members within two weeks of meeting for review.
4. After final review and corrections, shall distribute final Board meeting minutes to the Board prior to the next meeting for board approval and post on studio bulletin board to make available to all members.

K. Treasurer

1. Shall keep or oversee an accurate and verifiable current account of all incoming and outgoing funds including review of all check and bank card charges monthly; be knowledgeable about who has access to the Center's funds and oversee the Center's financial policies.
2. Shall make bank recommendations when necessary; shall be a signatory and shall invest funds wisely and develop systems for keeping cash flow manageable.
3. Shall approve payees on all checks and purchases.
4. Shall prepare and report financial information to the Membership at monthly member meetings and at the monthly Board of Directors meetings.
5. Shall post P&L Statement and Balance Sheet on studio bulletin board to be available to all members.
6. Shall keep the Board informed of key financial events, trends, concerns, and assessment of fiscal health as well as comparing the actual revenues and expenses incurred against the budget.
7. Shall report directly to the President regarding the following Standing Committees: Budget and Fundraising.
8. Shall chair the Budget Committee, which is comprised also of the President and Vice-President.
9. Shall file all required tax returns and pay all assessed taxes before the deadline.
10. Shall make a complete financial report to the Membership at the annual meeting.
11. Shall transmit all duties concerning all accounts and undistributed funds to the new Treasurer.

## ARTICLE VI

### BOARD OF DIRECTORS

A. Members of Board

1. **Officers:** President; First Vice President; Second Vice President; Treasurer; Recording Secretaries; Immediate Past President.
2. **Standing Committee Chairpersons:** Membership; Exhibits; Fundraising; Marketing and Communications; Volunteer Coordinator; Education; Community Outreach; and Programs.
3. Parliamentarian

B. Officers and Directors shall not receive compensation for their duties as officers and directors.

C. Term

1. Shall serve for a term of one (1) year, January 1 to December 31.
2. If necessary to replace an officer whose term has not yet expired, candidates for the unexpired term shall be chosen by the Board of Directors and submitted to the Membership at the next Member Meeting.

D. Board Meetings

1. A quorum of the Board of Directors shall consist of eight (8) members. No business shall be transacted without a quorum.
2. There shall be one (1) vote per standing committee chair; where there are co-chairs, both co-chairs shall be voting members of the Board.
3. The Board of Directors shall meet six (6) times per year on the first Monday, at the Grandview Avenue Center, or as otherwise agreed upon in advance by the Board of Directors.
4. Board Meetings shall be conducted under Robert's Rules of Order (most current edition).
5. In the absence of the President at any Board Meeting, the presiding officer shall be, in succession: First Vice-President, Second Vice President, Recording Board Secretary, Treasurer and Immediate Past President.
6. Special meetings of the Board of Directors may be called at any time by the President, or upon the written request of eight (8) members of the Board of Directors. At least seven (7) days notice shall be given for said meetings. The Board may act without a meeting by unanimous email approval of specific actions stated in an emailed request from the President for such approval. In the event the President is incapacitated, succession shall be as in no. 5 above.

7. The December Board Meeting shall be a joint meeting of the outgoing and incoming Board Members. All outgoing directors and chairpersons shall release copies of their job description, all reports, equipment, all digital hard copy files to their successor and the Gallery Administrator.
8. Board Meeting minutes shall be made accessible to the General Membership by posting at the Center.

E. Powers and Duties of the Board

1. The Board of Directors shall operate in a manner consistent with the Bylaws of Atlanta Artists Center, Inc.
2. The Board, by 2/3 (two-thirds) vote, may terminate and dismiss an officer, or general member for any reason it deems appropriate.
3. The Board's actions shall be final and binding upon this organization as long as they are in compliance with the Center's Bylaws and Mission Statement.
4. The Board of Directors shall render a report of its major actions to the Membership.
5. Budget and Structure committees report directly to the Board of Directors together with the President, First Vice President, Second Vice President, Treasurer, and Recording Secretaries.
6. The Board shall review and approve monthly and annual financial statements and may request an outside audit. The Board shall review and approve the federal income tax return before it is filed.
7. All board members shall sign the Code of Conduct (ARTICLE IX) and Conflict of Interest Disclosure (ARTICLE VIII).

Parliamentarian

1. Shall be a member of the Board appointed by the President and approved by the Board of Directors.
2. Shall advise the presiding Officers, Directors and General Membership on points of parliamentary law, according to Robert's Rules of Order, together with the Bylaws of the organization.
3. Shall serve for one (1) year.

## ARTICLE VII

### COMMITTEES

#### **Standing Committees**

Membership  
 Exhibits  
 Fundraising  
 Marketing and Communications  
 Volunteer Coordinator  
 Education  
 Community Outreach  
 Programs

#### **Subcommittees - Ongoing**

Credentials  
 Basil's Exhibits  
 Library Exhibits  
 Hospitality  
 House Management  
 Grounds Management

#### **Subcommittees - Annual**

Structure  
 Nominating  
 Budget

**FINANCIAL OVERSIGHT COMMITTEE:** Shall establish and implement appropriate internal controls, risk reduction procedures, and separation of fiscal responsibilities for all AAC financial operations according to best practices. These policies will become AAC's Financial Policy Guidelines. The Financial Oversight Committee shall report to the Board and be composed of the President, First Vice President, and a non-officer board member who is approved by the Board.

## ARTICLE VIII

### WHISTLE-BLOWER POLICY

The Center urges its members, employees, and all others having business with it to notify AAC of any conflict, transactions or facts related to AAC's operations which may be a violation of any law, regulation, or community standard of fair dealing and decency, including but not limited to, any claims of sexual harassment or abuse, improper financial dealings, and any actions that might violate AAC's tax exempt status. Such notices may be given to any AAC Director, with a request that it be reported to the appropriate board members for investigation and action. AAC Directors have been instructed in their obligation to advance such reports to the Board and to keep them confidential, except as required to investigate and respond.

## ARTICLE IX

### WAIVER OF LIABILITY

In consideration of the volunteer unpaid service of AAC Officers and Directors, and the inability of AAC to insure all those acting in its behalf, AAC, its Directors, Officers, and Members agree to Waive, Release, Discharge and Covenant not to sue AAC and its officers, and directors, and their agents, servants, consultants, (hereinafter referred to as releasees) from any and all liability, claims, demands, actions, and causes of action whatsoever arising out of or related to their duties or actions in the name of or on behalf of AAC allegedly giving rise to or related to any personal or property loss, damage, or injury whether caused by negligence of the releasee(s), or otherwise EXCEPT, this release shall not bar an action against an officer, director or Member for criminal wrongdoing including but not limited to, fraud or theft, nor actions arising out of a conflict of interest not reported to and released by the Board of Directors. If any action is brought against a releasee(s) contrary to this release, said releasee(s) shall recover all costs of such actions, including reasonable attorney fees.

### CONFLICTS OF INTEREST (FULL TEXT IS IN ARTICLE VII OF AAC HANDBOOK)

The purpose of this policy is to avoid even the appearance of impropriety that arises when a person who makes or influences a decision in behalf of AAC also has a personal interest on the other side of the transaction.

Gifts – The acceptance of gifts by an AAC representative from an organization with which AAC does business creates a conflict of interest or the appearance of one.

Procedure – Prior to making or participating in a decision on behalf of AAC, a conflicted person shall disclose all the facts of his/her position in the transaction to the Board. These facts and the Board's decision shall be included in board meeting minutes. Likewise, if a board member is aware of the possible conflicted transaction by others in the future as in the past, these transactions shall be disclosed to the Board so that interested parties can be invited to the board meeting to discuss how to handle any conflicts. All board members shall sign the Conflict of Interest Disclosure at the first board meeting of the year.

### CODE OF CONDUCT

All board members shall agree to serve in the best interests of the Atlanta Artists Center, respect the Center's status as a member organization and participate actively to fulfill the expressed mission of the Center. All board members shall agree to adhere to the Bylaws of the organization, maintain courtesy to and respect for fellow board members and all others, both members and non-members, with whom they interact as a representative of the Atlanta Artists Center. All board members shall sign the Code of Conduct at the first board meeting of the year.

### GIFT ACCEPTANCE POLICY

Atlanta Artists Center accepts donations and gifts. The best use of legacy gifts will address AAC's greatest needs and memorialize the generosity of our donors. AAC will not accept gifts that impose terms and conditions that violate the terms of the corporate charter, are too complex or costly to administer, or seek to alter AAC's priorities, programming, or governance. Final acceptance, refusal, and dispensation of all gifts will be decided by the Board of Directors.

#### 2014-2017 Amendments:

January 15, 2017 (Debit Card Ban, Creation of FOC, Gift Acceptance Policy)

December 11, 2016 (Meetings Schedule: Articles III and VI)

April 18, 2016 (Add 4th Item to Article V, Letter A ; rename Gallery chair to Exhibits chair under Article VI and VII)

March 16, 2015 (Rewording of Articles III and V)

November 17, 2014 (Prorated Dues Amendment)

September 15, 2014 (Comprehensive Overhaul)