



**THE BYLAWS OF  
ATLANTA ARTISTS  
CENTER, INC. Atlanta,  
Georgia  
Revised Sept. 13, 2020**

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**VISION:**

**Atlanta Artists Center is a premier visual arts organization that continues to promote excellence and community involvement in the fine arts by showcasing art at a broad variety of venues as well as at a respected on-site gallery.**

**MISSION:**

**Atlanta Artists Center encourages and fosters exceptional visual arts talent by providing a wide range of workshop and exhibit opportunities to the community and its members. Diverse outreach volunteer programs promote the excitement of art to the city of Atlanta and surrounding areas.**

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**ARTICLE I**

**A. Atlanta Artists Center**

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 or similar forms of advocacy. 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 (3) options to be voted on by the membership. No organization in which an AAC member or member relation has a vested interest, shall be considered.

**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.

Independent arts organizations and/or special interest groups may not operate as self governing entities within AAC nor make use of AAC’s name or assets.

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## ARTICLE II

### MEMBERSHIP

#### A. Member Eligibility

1. Member must be at least 18 years of age.
2. Members must pay annual dues as determined by the Board of Directors
3. Members are requested and encouraged to contribute and record a minimum of 20 service hours yearly to AAC. All volunteers shall sign the Code of Conduct and Conflict of Interest Forms.

#### 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 shall consist of 10% of current members at both regular meetings and 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 (5) 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.

#### D. Member Meetings

1. Member meetings shall be held six (6) times per year at AAC or another location agreed upon by the Board of Directors and convene at a date and time set by the Board. Schedule of meetings shall be set before the end of each December.
2. The Annual Member Meeting shall be held in September or as otherwise approved by the board
3. All Meetings shall be conducted under Robert's Rules of Order (most current edition).

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## ARTICLE III

### DUES AND FEES

#### A. Dues

1. Membership dues shall be set annually by the Board of Directors.
2. Dues shall be applicable for a 12 month period.
3. 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. Receivable and payable fees related to all events, activities, and programs shall be set by the Board of Directors

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## ARTICLE IV

### BOARD OF DIRECTORS

#### A. 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) ballot 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. The Budget committee reports directly to the Board of Directors together with the President, First Vice President, Second Vice President, Treasurer, and Recording Secretary.
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). Refusal to do so will result in dismissal from the board. Incomplete or misleading disclosure will result in dismissal from the Board.
8. The Board shall establish and follow AAC's "Policies and Procedures Manual" as a supplement to the bylaws. The Manual will be reviewed annually by the Board for updates as needed. All revisions to the manual shall be approved by majority Board vote.
9. A reserve fund in an amount approximating six (6) months operating expenses shall be set aside to cover unexpected emergency repairs and other unforeseen events.

#### B. Members of Board

1. Officers: President; First Vice President; Second Vice President; Treasurer; Recording Secretary; Immediate Past President.
2. Standing Committee Chairpersons: Membership; Exhibits; Fundraising; Enrichment; Outreach; Volunteers: Marketing; Others as deemed necessary and approved by the board with a ballot vote.
3. Parliamentarian

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

**D. All committee chairs report directly to the President.**

**E. All Officers are members of the Executive Committee**

**F. All Board members shall be current with their dues by the first board meeting of the year or they cannot participate**

**G. Dereliction of duty or conduct shall lead to dismissal by majority ballot Board vote**

**H. Term of Committee Chairs**

1. Standing Committee Chairs shall serve a (2) two-year term with the possibility of renewal by board ballot vote at the end of each term served. Board chairs shall find qualified volunteers to help with related duties.

**I. 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 or a term agreed upon by the President and Parliamentarian.
4. Shall be a non-voting member of the board except when voting by ballot.

**J. Board Meetings**

1. Board Meetings shall be conducted under Robert's Rules of Order (most current edition).
2. At each meeting of the board, the presence of a majority of the members then in office shall constitute a quorum for the transaction of business.
3. A minimum of 4 (four) officers shall be in attendance.
4. Without a Recording Secretary or a valid substitute no business shall be conducted.
5. The Board of Directors shall meet six (6) times per year and convene at a date and time set by the President before the end of each December, at AAC or another location agreed upon by the Board of Directors
6. In the absence of the President at any Board Meeting, the presiding officer shall be, in succession: First Vice-President, Immediate Past President, Treasurer, Second Vice President, and Recording Board Secretary.
7. There shall be one (1) vote per standing committee chair.
8. Special meetings of the Board of Directors may be called at any time by the President. Special Meetings shall transact only such business as specified in the call. 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 for board meetings only shall be as in no. 6 above.
9. The final Board Meeting of the year shall be a joint meeting of the outgoing and incoming Board Members. Each outgoing officer and chairperson shall release to their successor and the Gallery Administrator copies of their job description, usernames and passwords for all AAC accounts, all reports and all files.

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## ARTICLE V

### ELECTION AND DUTIES OF OFFICERS

#### A. Nomination of Officers

1. Nomination of Officers shall be made by the Nominating Committee.
2. Every candidate must be a member 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 July 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 thirty (30) days prior to the ANNUAL Member 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 ANNUAL Member Meeting.

#### D. Election of Officers

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

#### E. Term of Officers

1. Term of newly elected officers shall begin with a transition period immediately following the election with official installation starting January 1 for a two-year period ending December 31.
2. No officer shall serve in the same office continuously for more than two (2) consecutive two-year terms.
3. In the case of an unexpired term, candidates shall be chosen by the Board of Directors. Candidates must be reputable and trusted members in good standing with no conflicts of interest; a notice shall go out to the membership announcing the filled vacancy.

#### F. Duties of Officers:

1. Shall be a member of the Board of Directors and the Executive Committee.
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. At the final Board Meeting of the calendar year, outgoing officers shall release all proprietary digital and hard copy files including usernames and passwords for all on-line accounts, along with specific contact information pertaining to AAC operations to their successors as well as to the Gallery Administrator.
5. Officers who are signatories shall authorize expenditures up to \$1000 per month, to payees approved by the board.
  - a. Purchases over \$1000 must be accompanied by supporting documentation and approved by the Board.
  - b. Checks over \$1000 require the signatures of any two signatories
  - c. 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.
3. Shall establish the annual Board Meeting schedule prior to the close of the previous year.
4. Shall present chairs of all Standing Committees for review and approval by the Board.
5. Shall be a signatory on bank accounts and safety deposit box.
6. Shall be a member of the Budget Committee.
7. Shall be a member of the Structure Committee for the revision of the organization's Bylaws.
8. Shall be an ex-officio member of all committees except the Nominating Committee.
9. Shall assume the role of Immediate Past President and, if actively involved, will have voting privileges on the Board of Directors after the term of office has expired and until succeeded by the next active Immediate Past President.
10. Shall supervise staffing of the Gallery along with the First Vice-President. Any staff changes shall be reviewed by the Executive Committee 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 Executive Committee prior to action.
4. Shall be a member of the Budget Committee.
5. Shall be an ex-officio member of all committees except the nominating committee.
6. 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 Secretary (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. Board Meeting minutes shall be kept by the Secretary and copies shall be stored in a binder at the Center for review by members during regular business hours.

## **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 electronic payments for on-line accounts 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 with board oversight; and shall develop systems for keeping cash flow manageable.
3. Shall approve payees on all checks and purchases less than \$1000 that have appropriate supporting documents.
4. Shall use only a bookkeeper and federal tax preparer who are overseen by an AAC Board approved CPA.
5. Shall prepare and provide P&L statements, Balance Sheet, Budget to Actuals, and up-to-date bank balances at each regularly scheduled board meeting.

6. P&L Statement and Balance Sheet shall be available to all members upon request.
7. 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.
8. Shall chair the Budget Committee, which is comprised also of the President and Vice-President to establish an annual budget in October of each year and shall submit to the board for a vote prior to the end of the fiscal year .
9. Shall schedule a meeting of the Budget Committee twice a year or more as deemed necessary.
10. Shall make certain all required tax returns are filed and pay all assessed taxes before the deadline.
11. Shall make a complete financial report to include at minimum Year To Date budget to actual P&L statement to the Membership at the annual meeting.
12. Shall transmit all duties concerning all accounts and undistributed funds to the new Treasurer and remove his/ her name from all AAC financial and business accounts effective at end of term.

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## **ARTICLE VI**

### **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 or general member who is approved by the Board.

An outside independent audit shall be conducted at a minimum of every (5) five years. The auditor shall be a qualified accountant chosen by the President and approved by the Board.

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## **ARTICLE VII**

### **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.



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## ARTICLE VIII

### 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

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.

What is a conflict of interest? For example, if AAC is to purchase goods from a merchant and AAC's representative in the transaction has a personal or family financial interest in the selling merchant, that representative is a "conflicted person". The representative has done nothing wrong – yet. The wrong occurs when the representative sees that he/she will have an interest on both sides of the transaction but fails to disclose to AAC's Board his/her interest in the merchant. This disclosure would give AAC's Board an opportunity to avoid the conflict. This might be done by buying from a different merchant, who presents no conflict, or by having a different AAC representative handle the purchase, or by proceeding with the transaction with full knowledge of the conflict but with special diligence, review and safeguards because of the conflict.

**Definitions** – "Conflicted person" is the AAC representative or his/her member has a financial interest on both sides of a transaction. For this purpose, "family member" includes the AAC representative's spouse, parent, child or child's spouse, sibling or sibling's spouse that has an interest in the transaction. "Financial interest" is an interest of any kind that could, or would appear to others to influence the AAC's representative's judgment in the transaction. "Transaction" includes a purchase or sale, loan, or any decision in which the AAC representative has a personal interest different from AAC's interest.

**Gifts** – The acceptance of gifts by an AAC representative from an organization from which AAC does business also create 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 AAC board. These facts and the Board's decision shall be included in the 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.

The conflicted person may prefer to give all the facts to the chair prior to the Board meeting and then not attend the meeting at which the conflict will be discussed. The conflicted person shall not participate in or be present during the Board's discussion or decision making process other than to present the facts and respond to questions. No conflicted person shall attempt to exert his/her personal influence with respect to the matter, either in or outside the meeting.

Persons who are not AAC directors who are faced with making a decision on behalf of AAC in which decision they have a conflict shall report the situation as soon as possible to the Chair or President. Such persons will refrain from any action in the matter until they are informed how the Board wishes to handle the conflict of interest.

If it is not entirely clear that a conflict exists the matter should be reported to the Board so that the Board can decide whether it should treat the situation as a conflict.

All AAC representatives, including directors, members, and employees shall exercise care not to disclose confidential information acquired in connection with conflicts situations, especially information concerning the conflicted person's personal interest, business connections and family interests, except as necessary to investigate, decide, and correct the situation.

**Annual Review Policy** – Annually each AAC director and each committee or subcommittee chair shall be provided with and asked to review a copy of this Policy and to acknowledge in writing that he/she has done so. Remember – anyone can find oneself in a position of needing to make a decision for AAC in which one has a personal financial interest. No wrong is involved. Most conflicts are easily cured, if they are promptly reported and confronted. The wrongdoing is in making such a decision (even as impartial as one can) without reporting it and letting others who are not conflicted decide how to proceed.

## CODE OF CONDUCT

All board members shall agree to serve in the best interests of 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 each 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.

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### 2014-2018 Amendments:

September 13, 2020 (Comprehensive Overhaul) (view areas of change)  
August 5, 2018 (Terms of Office, CPA requirement, Vision/Mission Statements)  
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)

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### **\*Footnote - Section 501(c)(3) of the Internal Revenue Code**

The exempt purposes set forth in section 501(c)(3) are charitable, religious, educational, scientific, literary, testing for public safety, fostering national or international amateur sports competition, and preventing cruelty to children or animals. The term charitable is used in its generally accepted legal sense and includes relief of the poor, the distressed, or the underprivileged; advancement of religion; advancement of education or science; erecting or maintaining public buildings, monuments, or works; lessening the burdens of government; lessening neighborhood tensions; eliminating prejudice and discrimination; defending human and civil rights secured by law; and combating community deterioration and juvenile delinquency.

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