

**ART LEAGUE OF FORT BEND COUNTY
BYLAWS
(Revised November 2021)**

**ARTICLE I
NAME**

The name shall be Art League of Fort Bend County referred to herein as the “League”.

**ARTICLE II
PURPOSE AND OBJECTIVES**

SECTION A. PURPOSE:

To form and operate a non-profit, tax exempt organization under the laws of Texas and Internal Revenue Code 501c3 for the benefits of those interested in the fine arts.

SECTION B. OBJECTIVE:

1. To promote educational programs for the membership.
2. To establish and promote public interest and awareness in the fine arts in the community.
3. To encourage appreciation of the achievements of local artists.
4. To provide a gallery for the exhibition and sale of paintings and art objects by the membership and any exhibit as approved by the Board of Directors.
5. To maintain a work area for membership use.

**ARTICLE III
MISSION, QUALIFICATIONS & MEMBERSHIP**

SECTION A. OUR MISSION:

The Mission of the Art League of Fort Bend County is to encourage artistic development and cultivate an appreciation for the arts through education, exhibitions, and community outreach.

SECTION B. QUALIFICATIONS AND APPLICATIONS FOR MEMBERSHIP:

1. Any individual who has an interest in the objectives of the ALFB and pays a joining fee shall be eligible to apply for membership.
2. All members shall comply with all provisions in the Bylaws of the League.
3. Application can be made anytime during the year. The prospective member shall complete an application form for membership in full and submit to the Membership Chair. The prospective member shall also submit payment of a joining fee (of an amount to be determined by the Board).
4. Annual dues (of an amount to be determined by the Board) shall be submitted by January 1. After January 31, a late fee may be applied.

SECTION C. MEMBERSHIP:

All categories of membership shall be entitled to attend lectures, demonstrations, workshops, social functions, serve on committees and receive publications. Active members shall be privileged to exhibit one piece of art, utilize the facility, hold office, and vote on all matters governing the organization. Membership shall be classified in four (4) categories as follows:

League Member: Upon payment of annual dues, a person who is actively engaged in supporting the creation of fine arts may hold office, participate in all shows and functions, and display one piece of art in the member area of the gallery. A member will have the following responsibilities:

1. Serve as general meeting host/ once a year or as deemed by the Board.
2. Participate in League functions and/or committees.

Gallery Member: Upon completing the interview process and upon payment of annual dues, a member in good standing who wishes to display their work in the Gallery will be a League member with all those responsibilities, plus the following Gallery Member responsibilities:

1. Work in the Gallery as many days as deemed necessary to keep said Gallery open. The number of days required to work will be determined by the number of open days and the number of Artists that wish to display their art; and
2. Remain in good standing in order to continue to display.
3. Gallery guidelines for displaying artwork will be determined and maintained by the Board and a copy of said guidelines will be given to each Gallery Member.

Life Members: For their many years of service to the Art League of Fort Bend, the Board, by a majority vote, shall have the privilege to elect honorary members. The criteria for any member to be selected shall be their good works and standing with the League for the last fifteen (15) years. Said Honorary Member will be exempt from payment of dues or league duties, but shall have all league privileges.

Student Members: (6th grade through 12 grade) Upon payment of annual dues, the student may participate in all shows but not vote or hold office.

ARTICLE IV ORGANIZATIONAL FRAMEWORK

SECTION A. The Board of Directors shall meet at such time and place as stipulated by the President or as otherwise designated by a majority of the members of the Board.

SECTION B. The regular meetings of membership shall be held monthly for no less than eight (8) months a year, unless restricted by State/local decree or natural disaster; then applicable guidelines will be followed.

SECTION C. Special meetings of the general membership may be called by the President or may be called at the request of three members of the general membership.

SECTION D. The term “meetings” will refer to either in-person meetings or those held by electronic means as long as notice is given and members are given the opportunity to participate.

SECTION E. The fiscal year of the League shall begin on January 1 and end on December 31 of each year.

**ARTICLE V
ORGANIZATIONAL FRAMEWORK OF THE BOARD OF DIRECTORS**

SECTION A. The Board of Directors shall be the governing body of the League and shall herein be referred to as the “Board”.

SECTION B. The Board shall be comprised of no fewer than five (5) and no more than nine (9) members. Officers shall serve a term of two years with staggered terms. The following positions shall end in even years: President, Treasurer, Gallery Director, Membership Director and Education/Programs Director. The following positions shall end in odd years: Vice President, Secretary, Marketing/Publicity Director and Development Director. There shall be no stipulated term limits.

SECTION C. The Board shall have the duty and power to act for the League between general memberships meetings. In the event of a natural disaster or State/local decree, applicable guidelines will govern the decisions of the Board.

SECTION D. The Board shall have power to transact necessary business which does not affect the general policies of the League and present recommendations at the business meetings.

SECTION E. Standing Committee Chairs shall present plans or reports to the Board for approval by invitation from the Board.

SECTION F. The annual budget shall be approved by the Board at the first meeting. All expenditures not authorized in the budget may be made under order of the Board.

SECTION G. The Board shall cause the completion of filing the League’s annual tax return.

SECTION H. An outside financial review shall be conducted at the discretion of the Board but no less than every five (5) years.

SECTION I. Any wages, expenditures of the building, exhibits, social functions, and all other important functions must be approved by the Board. Anyone acting outside of the Board’s approval may not have a legitimate claim.

SECTION J. The Board may declare a vacancy in any office or committee for failure to perform respective duties. Any vacancy occurring on the Board of Directors, from removal or from resignation, may be filled by the affirmative votes of a majority of the remaining Directors for the remainder of the unfilled term.

SECTION K. All business of the Board shall be executed with a quorum present. A quorum of the Board shall be a majority of its members.

**ARTICLE VI
DUTIES OF THE BOARD AND OFFICERS**

SECTION A. The Board shall conduct all business of the League. Their duties shall include:

1. Proper notification of the general membership of the time and place of all meetings and issuance of reports of all business conducted.
2. Presentation of an Annual Report to the membership showing the total amount of funds acquired and disbursed during the preceding year and the purpose and objectives for which they were made at the Annual Business Meeting at the end of the year.
3. The Board will be notified of all proposed activities. Should a question of ethics arise, the Board shall have the power to act and vote on all proposed activities.

**ARTICLE VII
LEAGUE OFFICERS AND DUTIES**

SECTION A. Officers shall be the President, Vice President, Secretary and Treasurer. Directors will be the Gallery Director, Membership Director, Education/Program Director, Marketing/Publicity Director and the Development Director. In case of absence of the President, the officers in their order shall preside over the meeting.

SECTION B. PRESIDENT: The President shall develop meeting agendas and preside at all meetings. Shall preserve order, put to vote all motions that have been officially presented and announce the results of the vote. Shall plan for the best interest of the League and shall call special meetings when necessary. Shall appoint all standing and special committee chairs and coordinators, with approval of the Board, other than those elected or presented by the nominating committee on a voluntary basis by the membership. Shall serve as custodian of all League records. The President is the liaison regarding building issues and security that require action or approval to support the building lease. The President shall be ex-officio a member of all committees except the nominating committee. The President may be a signatory on expense accounts for ALFB.

SECTION C. VICE PRESIDENT: The Vice President shall assist the President when called upon and in the absence of the President, shall perform all duties of the President. Shall assist Board committees when necessary. Shall work with the President to create meeting agendas and serve as meeting parliamentarian. Will maintain and keep current any passwords to conduct necessary business of the League. Shall oversee planning, developing, supporting, and evaluating the maintenance and proper functioning of the physical building space. Shall prepare for general meetings and receptions by setting up chairs, tables and other equipment as required. Shall be responsible for opening and closing meeting space and make certain the room is left in order. The Vice President may be a signatory on expense accounts.

SECTION D. SECRETARY: Shall keep an accurate record of all Board and monthly meetings and make available for members. Shall furnish the Board and general membership with a copy of

the minutes before the next meeting. Shall reduce in writing all policies made by the Board and make them available to the general membership. Shall reduce in writing all proposed revisions to the bylaws and make them available to the Board and general membership for approval, then provide a PDF version for the website. Shall work with the Board to keep a record of an itemized report of the events of the years. Shall handle all correspondence. Shall notify non-email members of special meetings or changes in meeting dates or times. The Secretary shall work with the President to create meeting agendas and maintain an updated ALFB calendar of events.

SECTION E. TREASURER: Shall have charge of the funds and financial records of the League to receive, collect and pay with approval of the Board. Shall maintain records and have them available for the Board and make reports of the financial status of the League at Board and membership meetings. Shall participate in the development of the annual budget. Shall, on request from the President, make recommendations on purchase proposals. With the help of the Board, shall keep a record of all properties of the League; and shall record membership dues paid and forward to the Membership Director. The Treasurer shall handle all banking procedures and shall keep an accurate record of the accounts. Shall submit a report to the members at each meeting, or upon request of the Board, the balance on hand, deposits, disbursements and additional corrections or deletions. The Treasurer will track studio leases and report each month. Will be involved in decisions regarding point-of-sale processes and equipment. The Treasurer is responsible for assuring that all tax issues and 501(c)3 reports are properly handled and will provide documentation for any outside financial review. The Treasurer will be a signatory on all accounts.

SECTION F. EDUCATION/PROGRAM DIRECTOR: The Education/Program Director shall oversee the planning, developing, supporting, and evaluating of the following areas: art classes, art workshops and guest artist demonstration at the monthly membership meetings. Shall plan programs to advance the study and appreciation of the fine arts and furnish a calendar of these programs to the Board and Membership Director and publicize in the e-newsletter in a timely manner. Shall be responsible for opening and closing the workshop or classroom and making certain the room is left in order. Shall plan for either in person or virtual education opportunities. Shall get a resume of the artist and introduce the artist for the program. Shall extend a note of appreciation following the program. Shall forward a schedule of workshops to the LSAG website/database and notify the Marketing/Publicity Director to provide publicity. The Director may form a team to assist in all efforts and shall submit a report to the Board prior to each month's regularly scheduled Board meeting.

SECTION G. MEMBERSHIP DIRECTOR: The Membership Director shall monitor the League's public email address and answer and forward all emails in a timely fashion, serving as point of first contact to the public. Shall edit the membership form annually to collect data needed by the League, reflect current dues structure and have changes approved by the Board. Shall recruit new members and receive all membership forms both in store and online. Shall manage online data pertaining to membership, collection of dues and member profiles and keep an accurate and updated membership directory, coordinating payment information with the Treasurer. Shall ensure the new member email address is added to the ALFB website and communication databases. Shall solicit member's emergency contact information while keeping that information private. The Director shall check on existing member welfare and assist in new

member orientation to the League. In December, will remind members to pay their dues to the Treasurer and coordinate with the Treasurer so as to notify those who have not paid their annual dues. After a second notice and phone call, a member who has not paid dues may be subject to a late fee or dropped from the roster. Members not paid by January 31 will be delinquent and subject to a late fee. Shall enter member's information from received forms (names, addresses, and phone numbers of paid members) into the membership database and add member information including email address to the League's Constant Contact and LSAG databases. Before the Spring and Fall shows, shall audit Constant Contact and LSAG to remove members who have not paid dues for the year, so the League does not incur additional costs for lapsed members. Shall distribute the directory as needed. Shall have permanent name tags made for the members to wear at each meeting and other functions. Shall have paper name tags for guests at every meeting; and shall introduce the guests at the meetings. The Director may form a team to assist in all efforts and shall submit a report to the Board prior to each month's regularly scheduled Board meeting.

SECTION H. GALLERY DIRECTOR: The Gallery Director shall be responsible for coordinating the function of the gallery. Shall refer art for the interview process for approval for sale or exhibit. Shall manage new gallery member applications and training. Shall maintain and keep Gallery supplies, forms and records at all times. Shall supervise art change out schedule as determined by the Board. Shall work with Show and Exhibit committee to execute change out of art to accommodate shows and other exhibits. Shall schedule and monitor a calendar of gallery workers and coordinate TeamUp for operating hours as determined by Board. Shall monitor and maintain condition of the Gallery. Shall schedule events, music, food, and promotion with Events/Hospitality Committee; Shall provide input to the Board regarding necessary updates to gallery guidelines, leases and consignment agreements. The Director may form a team to assist in all efforts and shall submit a report to the Board prior to each month's regularly scheduled Board meeting.

SECTION I. MARKETING DIRECTOR: The Marketing Director shall edit and submit proper publicity to all news media, and handle publicity for monthly meeting dates, demos, programs, exhibits, and other functions. Shall participate in the creation of flyers, postcards and social media to publicize the Gallery and League. Shall coordinate with the show and exhibit's committee to have photographs for submission to local media. The Director will oversee the planning, developing, supporting, and evaluating marketing and communication requirements to support ALFB's activities. Shall maintain and keep any passwords required for social media, and that information will be shared with the President, Vice President, Secretary and Treasurer. The Director may form a team to assist in all efforts and shall submit a report to the Board prior to each month's regularly scheduled Board meeting.

SECTION J. DEVELOPMENT DIRECTOR: The Development Director shall oversee all of the organization's fundraising and manage relationships with financial partners. Shall plan fundraising events, interact with former donors to encourage ongoing contributions and seek out opportunities for financial support through grants and sponsorships. Shall work closely with Marketing/Publicity Director to attract attention from potential supporters and host events that raise awareness of the League's mission and goals. Shall assist other committees with their own fundraising and connect them with opportunities to get more donations. The Director may form a

team to assist in all efforts and shall submit a report to the Board prior to each month's regularly scheduled Board meeting.

SECTION K. PAST PRESIDENT: The Past President may attend Board meetings to provide continuity and consultation as needed, but not vote at a Board meeting.

ARTICLE VIII STANDING COMMITTEES

SECTION A. SHOWS, DISPLAYS AND EXHIBITS: Committee Chair(s) and appointed committee members shall plan and reserve place and dates for shows, displays and exhibits, either in person or virtual, and furnish information to the Board. Shall update show registration form, forward all show registrations and fees to LSAG appointed database member, and enforce show and exhibit rules. Shall have charge of registration of exhibit entries, League display properties, collection of exhibit entry fees and of enforcing the exhibit's rules. Shall work with the Development Director to solicit sponsorships. Shall order ribbons and awards. Shall arrange for photographs of winners to be taken and submitted to website and publicity. Shall turn over any fees to the Treasurer. Shall keep a record and inventory of all show and exhibit properties and shall have them readily available when needed. Shall make recommendations to the Board and work with the Gallery Director on general maintenance and approve repairs; and shall submit any budget needed for the Board's approval. The Chair will purchase items needed for the events. The Chair may form a team to assist in all efforts and shall submit a report to the Board prior to each month's regularly scheduled Board meeting. A team member appointed by the Chair may represent the Chair, but not vote at a Board meeting.

SECTION B. EVENTS/HOSPITALITY: Events/Hospitality Chair(s) and appointed committee members shall coordinate with the Gallery Director and/or Marketing/Publicity Director to plan and supervise all social activities, meetings, exhibits, and shows. Shall plan refreshments, decorations, and hosts for each social function. Shall maintain all supplies and submit a budget to be approved by the Board. The Chair will purchase items needed for the events. The Chair may form a team to assist in all efforts. The Chair shall submit a report to the Board prior to each month's regularly scheduled Board meeting. A team member appointed by the Chair may represent the Chair, but not vote at a Board meeting.

SECTION C. NOMINATING COMMITTEE: Said committee shall consist of not less than three members and not more than five, who have attended a majority of the current year's regular monthly meetings. The President shall appoint the Nominating Committee in September; the membership shall vote on new officers at the November meeting. Officer terms will be effective January 1.

1. The Nominating Committee shall submit a slate of proposed officers at the October meeting.
2. No one shall be nominated who has not given consent to serve.

3. A recommended slate of officers shall be presented by a member of the Nominating Committee, asking for nominations from the floor. Each may be voted on separately or the entire slate by acclamation.
4. When there are more than two candidates nominated for an office, a simple majority of 51% of those members present from the general membership shall be necessary to elect. In the event such majority is not obtained, a second vote shall be taken on the two leading candidates.
5. The Nominating Committee shall, when contacting members for office, fill all or most of the key committees on a voluntary basis.
6. To be elected or hold office, one must be an active member for two years. Exceptions can be made if qualifications are comparable.

SECTION D. ALL OTHER COMMITTEES/COORDINATORS: There may be other committees/coordinators designated by the Board based on the needs of the League. Such committees/coordinators shall be appointed by the President. Duties of each committee/coordinator shall be clearly and carefully defined and made available to the general membership. Committee chairs or coordinators may be invited to attend, or seek an invitation to attend Board meetings to provide a report as necessary, but not vote at a Board meeting.

SECTION E. DISMISSALS: Any member or officer is subject to dismissal from the League or from the Board for any of the following offenses:

1. Failure to perform the duties of the office, including attendance at 50% of regular meetings of the Board.
2. Fraud, deceit, theft, or embezzlement of any of the League's properties or monies.
3. Non-payment of dues.
4. Falsification of information on membership application.
5. Law breaking, harassment or threats of violence.
6. Violation of conduct as stipulated in the By-laws.

ARTICLE IX AMENDMENTS

Amendments to the Bylaws can be made only by following the procedures listed.

1. These Bylaws will be reviewed annually and may be adopted or amended by a vote of a quorum of the Board members, provided notice is given by mail or phone of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.
2. All amendments shall be submitted by the Bylaws Committee in writing to the Board for approval at least thirty days before the meeting. The Board shall approve the amendments prior to submitting them for vote by membership at the membership meeting with notice given to the membership body.
3. These Bylaws may be amended by a 60% vote of the general membership present.

ARTICLE X LONE STAR ART GUILD MEMBERSHIP

The Art League of Fort Bend (ALFB) shall from time-to-time review its continued affiliation with the Lone Star Art Guild (LSAG). ALFB shall pay a membership fee by the due date, and the Treasurer shall send the membership fee to LSAG. As a member of LSAG, ALFB shall comply with all requirements.

ARTICLE XI DISSOLUTION OF THE LEAGUE

Whenever the membership of this League shall determine that it is no longer feasible to accomplish or carry on the specific purpose for which this League is formed, the Board of Directors shall take the necessary legal action to terminate its affairs, pay its debt and convey and assign its remaining assets, absolute in fee simple, to any deserving nonprofit organization or organizations in Fort Bend County, Texas. The dissolution of the League and Termination of its affairs shall be proposed by a vote of two-thirds of the outstanding votes of all members present at any regular meeting. If the proposal is accepted, the Secretary shall proceed to distribute a ballot to all voting members. The ballots returned shall be tabulated by the officers of the Board. This tabulation shall commence at the expiration of thirty days after the date all ballots have been received by such voting members as evidence by the postal return receipts. If two-thirds of the outstanding votes are in favor of the proposal it shall be deemed accepted, and the Board shall proceed with the dissolution of the League, the termination of its affairs and conveyance of the assets as the above provided. The Secretary shall notify the member of the result of the vote so taken.

Previous Revision Dates:

2013; 2018; 2019; 2020; 2021