



BYLAWS

of

Charlotte Art League

**Approved by CAL Membership
May, 2012**

ARTICLE I
Name and Purpose

Section 1.01. Name. The name of the organization is Charlotte Art League.

Section 1.02. Purpose. The Corporation is organized for the charitable and educational purposes of enriching the cultural vitality of Charlotte through visual arts.

ARTICLE II
Members

Section 2.01. Classes. There shall be two classes of members – Individual Members and Patrons.

Section 2.02. Individual Members. Any person over the age of eighteen and interested in the visual arts may apply for membership. Upon making application and payment of dues, a member shall be eligible to participate in all Charlotte Art League functions.

Section 2.03. Patrons. Any individual over the age of eighteen, organization, or business interested in the Charlotte Art League and the visual arts may become a Patron upon payment of appropriate dues. Patron members shall have all of the privileges of regular members.

Section 2.04. Dues. Membership dues shall be paid annually. The amount of dues and payment date for dues for members are to be established by the board of directors.

Section 2.05. Resignation. Any member may resign by filing a written resignation with the Secretary; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

Section 2.06. Termination of Membership. The board of directors, by affirmative vote of two-thirds of all Board members present, may suspend or expel a member, and may, by a majority vote or those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues.

ARTICLE III
BOARD OF DIRECTORS

Section 3.01. Board of Directors. The board of directors shall consist of the Officers, the immediate past President, and other At-Large Directors as selected by the board.

Section 3.02. Number, Selection, and Tenure. The board shall consist of not less than four (4) directors and not more than eleven (11). Each director shall hold office for a term of one (1) year. Vacancies

existing by reason of resignation, death, incapacity or removal before the expiration of her/his term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the Chair shall choose the succeeding director. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office. New directors may be added at any meeting of the board.

Section 3.03. Authority of Directors. The Corporation shall be managed by the Board of Directors. The board is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

Section 3.04. Resignation. Resignations are effective upon receipt by the Secretary of Charlotte Art League of written notification.

Section 3.05. Removal of Directors. An At-Large Director may be removed by the board at a meeting whenever in the Board's judgment the best interests of the Corporation will be served thereby. At-Large Board Members may also be removed by the Membership at a Special Meeting in which a quorum is met and a majority of Members present and represented by proxy approve such a removal. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3.06. Board Meetings. Unless otherwise specified, the board shall meet regularly, at a time they specify. Special meetings of board may be called by the Chair and shall be called upon written request of a majority of members of the Board.

Section 3.07. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval. In addition, directors serving Charlotte Art League in any other capacity, such as staff, are allowed to receive compensation therefore.

ARTICLE IV OFFICERS

Section 4.01. Officers. The officers of the Corporation shall be a President, First Vice President, Second Vice President, Secretary, and Treasurer. Any two (2) or more offices may be held by the same person, except the office of President.

Section 4.02. Appointment of Officers. The Officers of the Corporation shall be elected by the Membership at the annual membership meeting, or in the case of vacancies, as soon thereafter as convenient. The method for filling vacancies shall be determined by the Board.

Section 4.03. Terms of Office. The term of office for all Officers shall be one (1) year. Officers shall hold office until a successor is duly elected and qualified. No Officer shall be eligible for more than two consecutive terms in the same office, except the Treasurer, who may serve an indefinite term of office.

Section 4.04. Resignation. Resignations are effective upon receipt by the Secretary of a written notification.

Section 4.05. Removal of Officers by Membership. An Officer may be removed by the Membership at a Special Meeting in which a quorum is met and a majority of Members present and represented by proxy approve such a removal. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.06. President. The President shall be the chief executive officer of Charlotte Art League and shall supervise and control management of Charlotte Art League in accordance with these bylaws. The President shall be a Director of the Corporation, shall be the Chair of the Board, and shall preside at meetings of the board. The President shall sign, with any other proper officer, instruments which may be lawfully executed on behalf of Charlotte Art League, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution shall be delegated by the board to some other office or agent. In general, the President shall perform all the duties incident to the office of President and such other duties as may be assigned by the board.

Section 4.07. First Vice President. The First Vice President shall be a Director of the Corporation and will preside at meetings of the board in the absence of or at the request of the President. The First Vice President may be in charge of soliciting grants and will serve as parliamentarian. The First Vice President shall perform other duties as requested and assigned by the President, subject to the control of the board.

Section 4.08. Second Vice President. The Second Vice President shall be a Director of the Corporation. The Second Vice President may be in charge of membership and shall work with the Treasurer in receiving and recording dues; obtain information on members' backgrounds and interests; keep and analyze all records pertaining to membership. The Second Vice President shall perform other duties as requested and assigned by the President, subject to the control of the board.

Section 4.09. Treasurer. The Treasurer shall be a Director of the Corporation and shall report to the board at each regular meeting on the status of the organization's finances. The Treasurer shall have custody of all funds and securities belonging to Charlotte Art League and shall receive, deposit, or disburse the same under the direction of the board; provided that the Board may appoint a custodian or depository for any such funds or securities, and the Board may designate those persons upon whose signature or authority such funds may be disbursed or transferred. The Treasurer shall work closely with any paid staff of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation, and shall perform such other duties as occasionally may be assigned by the board.

Section 4.10. Secretary. The Secretary shall be a Director of the Corporation and shall keep accurate records of the acts and proceedings of all meetings of the board and shall give notices required by law

and these bylaws. The Secretary shall have general charge of Charlotte Art League’s books and records. The Secretary shall perform all the duties incident to the office of Secretary and such other duties as may be assigned by the board.

Section 4.11. Paid Staff. The board may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

**ARTICLE V
MEETINGS**

Section 5.01. Regular Meetings. The board shall hold at least six (6) regular meetings per calendar year. Meetings shall be at such dates, times and places as the Board shall determine.

Section 5.02. Annual Membership Meeting. The annual membership meeting shall be held at a time and place to be set by the Board.

Section 5.03. Special Meetings. Special meetings may be called by the President or by at least one twentieth of the members, provided the President shall be notified that such Special meeting is to be called, and provided that no business other than that for which the special meeting is called is conducted.

Section 5.04. Notice. For meetings called by the President or at the request of at least one twentieth of the members, and for all regular meetings notice shall be mailed, emailed, or telephoned to each member not less than ten (10) days before such meeting.

Section 5.05. Board Quorum. A majority of the then members of the Board of Directors shall be a quorum for the transaction of board business.

Section 5.06. Member Quorum. One-fifth of the then Membership shall be a quorum for the transaction of business at Membership and Special meetings.

Section 5.07. Voting. A quorum must be present or represented by proxy for all votes. Votes may be cast in-person or by proxy. Written and email proxies will be accepted. Proxies submitted without a written signature will also be accepted but will be subject to verbal verification if any Member at the vote so requests. A simple majority shall be sufficient to affirm or deny a motion except amending the bylaws.

Section 5.08. Participation in Meeting by Conference Technology. A director or member shall be deemed present at a meeting if that person participates in the meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Section 5.09. The procedural regulations employed by this organization shall be those prescribed by "Robert's Rules of Order".

ARTICLE VI INDEMNIFICATION

Section 6.01. Every member of the board, Officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE VII ADVISORY GROUPS AND COMMITTEES

Section 7.01. Establishment. The board may establish one or more Advisory Groups or Committees.

Section 7.02. Size, Duration, and Responsibilities. The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the board.

Section 7.03. Nominating Committee. There shall be a Nominating Committee charged with the responsibility of selecting candidates for the offices of President, First Vice President, Second Vice President, Secretary, and Treasurer. Those names plus any names proposed from the floor for the offices will be the nominees.

ARTICLE VIII FINANCIAL ADMINISTRATION

Section 8.01. Fiscal Year. The fiscal year of the Corporation shall be set by the board and may be changed by resolution of the board.

Section 8.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board or of any committee to which such authority has been delegated by the Board.

Section 8.03. Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the board or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

**ARTICLE IX
BOOKS AND RECORDS**

Section 9.01. Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the board.

**ARTICLE X
Dissolution**

Section 10.01. Upon the dissolution of Charlotte Art League, the board shall, after paying or making provision for the payment of all its liabilities, offer the remaining monies and assets to a nonprofit organization which is tax exempt under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE XI
AMENDMENT OF BYLAWS**

Section 11.01. These bylaws may be amended by a two-thirds majority vote of the Members present and represented by proxy, provided a minimum of ten (10) days prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken.