

CONSTITUTION OF THE EL PASO ART ASSOCIATION, INC.

The El Paso Art Association, Inc is a mutual non-profit organization in which all monies earned or accumulated shall be liable for discharge of financial obligations of the Association, and whose object shall be to promote excellence in artistic visual expression in the El Paso area.

BYLAWS

ARTICLE 1

1. The El Paso Art Association, Inc., a mutual non-profit organization founded in 1949, shall be governed by a Board of Managers consisting of 12 elected officers.
2. The object of the Association shall be to promote excellence in artistic visual expression in the El Paso and the surrounding areas by means of art classes, exhibitions, lectures, and workshops, and to elevate the level of art appreciation by all means that are at the command of the Association.

ARTICLE II

Membership – Meetings – Dues

1. There shall be eight classes of membership: junior artist, student, regular, military, senior citizen, patron, honorary and life.
2. A junior artist member is any full-time student between the ages of 10 and 15 years. A junior artist member is any full-time student between the ages of 10 and 15 who pays dues in the amount of \$10.00 per annum. He/she is not eligible to participate in exhibits except as specifically designated in the show prospectus.
3. A student member is any full-time student between the ages of 16 and 25 who pays dues in the amount of \$15.00 per annum including 25 hours volunteer service, and complies with all the privileges and restrictions required by the Bylaws. A student member shall have all the rights of regular membership.
4. A regular member is any person interested in art and the promotion of art appreciation who pays dues of \$30.00 per annum and complies with all the privileges and restrictions required by the Bylaws. A regular member shall have the right to be heard at any time.
5. A senior citizen age 65 and over shall pay \$25.00 per annum and have all the rights and privileges of a regular member and must also comply with any restrictions required by the Bylaws.
6. A military member is any active duty member of the military service (or spouse) who pays \$25.00 per annum and complies with all the privileges and restrictions required by the Bylaws.
7. A patron shall be any individual who supports the excellence of visual arts and who contributes \$100.00 per annum toward this goal. The patron shall have all the rights of regular membership.
8. An honorary member is any person of international, national, or local prominence who has rendered distinguished service in the cultivation or advancement of art, who may be duly elected by a majority vote of the active members present at a regular meeting. Honorary membership will be carried on the rolls without voting power and without financial obligation on the part of the honoree.
9. A life member is one who has served as President of the Association. Life membership shall be automatically conferred upon a President at the conclusion of one term in office, after which he/she shall have no financial obligation to the Association. He/she shall have voting power.
10. The membership period will be for one year, beginning on January 1st and ending on December 31st of each calendar year. Persons joining during the calendar year shall be charged a prorated fee for the remaining months of that year.
11. Regular meetings of the membership shall be held on the second Sunday of each month except July, August, and December. The October meeting shall be designated the Election Meeting. Each meeting shall include a business meeting and shall be open to the general public. The business portion of the meetings shall be conducted by standard parliamentary procedure, and *Robert's*

Rules of Order, Newly Revised, shall govern all meetings not covered by these Bylaws. The order of business shall be as follows:

- a) Call to Order
 - b) Reading of Minutes of most recent regular meeting, or prior issuance of such minutes to the members.
 - c) Report from Treasurer
 - d) Report from Officers (may be dispensed with at the discretion of the President)
 - e) Reports from Committees (may be dispensed with at the discretion of the President)
 - f) Unfinished Business
 - g) New Business
 - h) Adjournment
 - i) Special meetings of the membership may be called by the President whenever necessary.
12. Meetings of the Board of Managers shall be held at a time to be specified by the President. Elected members of the Board of Managers must attend all board meetings. Committee Chairmen are encouraged to attend all Board of Managers meetings. Anticipated absences by Elected officials must be reported to the Director of Communications in advance of the Board meeting. At any time they deem it necessary to remove a board member for dereliction of duty, a quorum of the Board must vote in favor of that action. The President shall then appoint someone to fill the vacant board position for the remainder of the year.
13. Meetings of the Executive Board will be at the call of the President, or the President-Elect in the absence of the President, or by the signed request of three members of the Board stating the purpose of the meeting.

ARTICLE III

Officers – Councils – Boards – Committee Chairmen

1. The elected officers shall be a President, President-Elect, Vice-President for Promotion, Vice-President for Exhibits, Vice-President for Newsletter Publication, Vice-President for Yearbook Publication, Vice-President for Instruction, Director of Membership, Director of Communications, Recording Secretary, Treasurer and Parliamentarian.
2. The President's Advisory Council shall consist of the President, the President-Elect, five Vice-Presidents, the appointed Administrative Assistant to the President, and such other persons (including non-members) as desired by the President. This Council shall meet on the call of the President.
3. The Board of Managers, consisting of the elected officers name in (1) above, all appointed committee chairmen, and the immediate Past President, shall have the power to act as an advisory group, and to make recommendations to the general membership for the government and conduct of the business affairs of this Association.
4. During Board of Managers meetings, each executive officer and each standing committee chairman shall have one vote, and a quorum will consist of the majority of those votes, but never less than seven.
5. A quorum at a regular meeting shall consist of the number of members of all membership categories, except for junior artist members, who are present at the meeting.
6. The following shall be standing committees: Continuous Exhibits, Grants, Budget, Photographer, Spring Show, Western Show, Arts International Show, Members Gallery and Tenant Artists. The presiding Sunland Art Gallery Manager shall attend all board meetings in the capacity of a committee chairman.
7. Chairmen of committees, the Administrative Assistant to the President, and the other Special Assistants will be appointed by the appropriate officers no later than November following their election.
8. The President may appoint any special committees deemed necessary to expedite the objectives of the Association.
9. Terms of office for all officers and committee chairmen shall be one year, effective January 1 through December 31. Any officer or chairman may succeed himself/herself in the same office. The President shall serve no more than two consecutive terms.

10. The Executive Board of the Association shall be composed of all of the elected officers of the organization as described in (1) above. The Board shall meet at the call of the President, and shall only be assembled to consider matters of urgent or grave importance to the Association.

ARTICLE IV Nominations and Elections

1. The President shall appoint a Chairman of a Nominating Committee who shall appoint a committee of not less than four nor more than six committee members. In July, the Chairman of the Nominating Committee shall call a meeting of the committee at which time they shall draw up a slate of officers for the coming terms and present it at the September general meeting.
2. Any person nominated for an office must have given prior consent.
3. Election of officers shall be held every year at the October meeting, at which time nominations from the floor may also be made.
4. The new officers shall be installed at the annual Installation and Awards Banquet to be held the first week in December.

ARTICLE V Duties of Officers

1. The President shall direct and coordinate all operations of the Association. He/she shall preside at all meetings of the regular membership and at all meetings of the Board of Managers and the President's Advisory Council. He/she shall be an ex-officio member of all committees, and he/she may appoint such special committees, as he/she deems necessary to expedite the activities of the Association. The President shall be held directly accountable to the regular members for all official business. He/she shall appoint an Administrative Assistant to aid in the administration of his/her office.
2. The President-Elect shall assist the President in all his/her duties and shall assume such duties any time the President is absent from his/her post. In the event of the permanent absence of the President, he/she shall become President.
3. The Vice-President for Promotion shall be responsible for furthering the recognition of the visual arts in the El Paso area. He/she shall maintain liaison with the news media, local civic leaders and business owners, and patrons of the Association. He/she shall appoint a Special Assistant to aid in the administration of his/her office. He/she may set up a Council for Promotion, and appoint such committees as he/she deems necessary to promote the Association. He/she may utilize the Council for Promotion to analyze the promotional efforts of the past year, and to generate new ideas and strategies for the coming year. This effort shall culminate in January of each year with a statement of new goals and plans for the year ahead.
4. The Vice-President for Exhibits shall be responsible for organizing and arranging all administrative details for all member exhibits of the Association. He/she shall formulate the rules and budget for each exhibit, submit them to the Board of Managers for approval, and publish said rules in each exhibit prospectus.
5. The Vice-President of Newsletter Publication shall be responsible for the preparation, printing and distribution of EPAA's monthly newsletter and may appoint assistants or a special committee to assist with those tasks.
6. The Vice-President of Yearbook Publication shall be responsible for the preparation, printing and distribution of the annual Yearbook, and may appoint assistants or a special committee to assist with those tasks.
7. The Vice-President for Instruction shall be responsible for organizing demonstrations, workshops, lectures, paint-outs, continuing art instruction, and any other activities which will advance the art education of the general membership and the public. He/she shall also appoint a Special Assistant to aid in the administration of his/her office.
8. The Director of Communication shall head a committee to provide for contact with the membership by telephone at the direction of the President or the Board of Managers.
9. The Director of Membership shall head a committee which will maintain accurate records on the members of the Association, and provide such rosters and files as are required by the Association. He/she shall provide an update on new and expired memberships, and changes of address, to the

publishers of the newsletter by the 15th of each month. He/she shall notify members of dues by separate mailings, receive all membership dues, and pursue the collection of delinquent dues.

10. The Recording Secretary shall keep the minutes of all meetings of the Association and Board of Managers. He/she shall maintain for the President a list of all unfinished business and shall file all reports from all committees.
11. The Treasurer shall administer all monies and dues paid to the Association. He/she shall make disbursements from the treasury as instructed by the President and shall be prepared to render a financial report to the membership at each regular meeting. All expenses in excess of \$300 must be approved by the Board of Managers. The books of the Association shall be ready for audit on January 31st of each year by an independent auditing firm or an Audit Committee. The Audit Committee will be appointed in December by the Board of Managers and shall include 2 or more qualified, impartial persons who shall review all of the accounting transactions for the year and prepare a written report of their findings to the Board. In November of each year, the Treasurer shall convene and serve as Chairman of a Budget Committee, which includes the incoming Treasurer, and incoming and outgoing presidents.
12. The Parliamentarian shall be knowledgeable about *Robert's Rules of Order, Newly Revised*, and Bylaws of the Association. He/she shall advise the President concerning questions of parliamentary procedure. He/she shall attend the Board of Managers, Executive Board, and regular meetings.

Each Board Member must appoint an assistant to perform his or her duties at Board of Managers meetings in their absence. The assistant shall not have voting power.

ARTICLE VI

Exhibits

1. Rules for exhibits shall be established by the Vice-President for Exhibits, approved by the President and the Board of Managers, and published in each exhibit prospectus.
2. All artwork submitted for exhibition shall be subject to approval by the Vice-President for Exhibits and the chairman for that show. When requested by the Vice-President of Exhibits, the President and other members of the Board of Managers designated by the President shall assist in resolving controversial issues.
3. The Association shall not be responsible for the loss or damage of any artwork.

ARTICLE VII

Amendments

These rules may be amended at any regular meeting of the Association by a two-thirds vote, provided the amendment was submitted in writing at the previous regular meeting.

ARTICLE VIII

Upon dissolution of the Art Association, its assets shall be put into a scholarship trust fund for an El Paso art student. If, for any reason, a trust fund is not feasible, then the assets will be distributed for charitable or other exempt purposes as specified in Section 501-C(3) of the Internal Revenue Code.