

The Amended and Restated Bylaws of Visual Arts Society of Texas Dated May 9, 2015

Preamble

This Organization is dedicated to increasing community appreciation for the visual arts, continued improvement of individual artistic expression, and offering fellowship with people of similar interests. The mission statement of this Organization is: *Artists and community connecting to create and celebrate visual arts!*

Name

The name of this not-for-profit Organization as provided by its Certificate of Incorporation, shall be the Visual Arts Society of Texas, sometimes known as VAST.

Article I: Definitions

Unless the context clearly requires otherwise, in these Bylaws:

- Annual Meeting means the last regular Members' meeting of the fiscal year.
- Board means the Board of Directors of the Organization.
- Bylaws mean these Bylaws as adopted by the Members and include amendments subsequently adopted by the Members.
- Certificate of Incorporation means the Certificate of Incorporation of the Organization as filed with the Secretary of State of the State of Texas and includes all amendments thereto subsequently filed.
- Members mean the individuals meeting the Membership requirement pursuant to these Bylaws.
- Organization means this corporation.
- Officers mean the President, Vice President(s), Secretary and Treasurer.

Article II: Location

II - Section 1: Principal Office. The Organization may locate its principal office within the state of Incorporation as the Board may determine.

II - Section 2: Registered Office. The registered office of the Organization required by law to be maintained in the state of Incorporation may be, but need not be, identical with the principal office of the Organization. The Board may change the address of the registered office from time to time.

II - Section 3: Other Offices. The Organization may have offices at such other places as the Board may designate or as the business of the Organization may require from time to time.

Article III: Purpose

III - Section 1: This body shall be a not-for-profit organization in which artists and community connect to create and celebrate visual arts.

III - Section 2: It shall further community participation in and appreciation for the visual arts, provide opportunities for developing artists' skills and expression, and offer

fellowship with people of similar interests. It shall promote professionalism and ethics within the industry.

III - Section 3: The Organization is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Organization is distributed to, or inures to, the benefits of its Directors or Officers.

III - Section 4: The Organization's purpose shall consist of doing all things and performing all acts permitted a not-for-profit organization under Texas law. The Organization constitutes a not-for-profit organization, organized for educational and artistic purposes. No substantial part of the activities of the Organization shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Organization shall not participate or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements). Notwithstanding any other provisions of the Certificate of Incorporation to the contrary, the Organization shall not carry on any other activities not permitted an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or any corresponding section of any future Federal tax code).

Article IV: Membership

IV – Section 1: Qualifications

- A. Individual.** Those individuals desiring Membership in the Organization may join by paying the required dues.
- B. Family.** Those immediate local family Members desiring Membership in the Organization may join by paying the required family dues.
- C. Student.** Those students (active part- or full-time students of educational institutions) desiring Membership in the Organization may join by paying the required dues.
- D. Supporting.** Those individuals and other entities wishing to support the Organization may join by paying the required dues.
- E. Other.** Other Membership groups or classifications as may be established by the Board from time to time.
- F.** Membership shall not be assignable by a Member, nor shall Membership pass to any personal representative, heir, or devisee. Membership of any Member shall cease on his or her death.
- G.** No person shall be denied Membership on the basis of race, color, gender, sexual orientation, age, religion, physical disability, or national origin.

IV - Section 2: Removal From Membership

Conduct by Members deemed to be inappropriate, including, but not limited to expressions of rudeness, obscenity, violence or hatred towards any Member or guest at a VAST event, or in the course of communication regarding official VAST business, may result in the exclusion from participation in this Organization and its activities, either for a specified period of time or permanently. A majority of the Board of Directors may remove any Member at any time with or without cause.

IV - Section 3: Voting and Privileges

Each individual Member shall have one vote at any Member meeting. Routine business may be transacted by a vote of the Members in attendance. A majority of the votes cast shall determine all elections and other matters.

The Members may vote by voice vote on all matters. However, upon demand by a Member entitled to vote, the Members may vote by ballot.

IV - Section 4: Regular and Special Meetings

Meeting dates will be announced at least two weeks in advance for **regular meetings**. Regular meetings are usually held monthly September through May of each fiscal year. Special meetings will be announced in a timely manner to the Members.

The **Annual Meeting** shall be for the purpose of transacting such business as may properly come before the total Membership, such as voting for Directors or revisions to the By-laws, for example.

IV - Section 5: Procedures

Meetings shall be conducted using Robert's Rules of Order as a procedural guide while allowing for organizational needs through flexibility in meeting format.

If a Member would like to present an issue for consideration, the Member may contact a representative on the Board for inclusion on the agenda at either a regularly scheduled Members meeting, Directors' meeting, or Executive Committee meeting, or may introduce the topic during the meeting as new business. The Board President or representative conducting the meeting may provide time for persons in support of the issue, and for those against the issue. A vote, if necessary, may require notice provisions, as applicable.

IV - Section 6: Dues

Dues shall be determined by recommendation of the Board of Directors.

IV - Section 7: Records

Membership records including but not limited to names, addresses, telephone numbers, and email addresses, if applicable, will be maintained by the Board of Directors. To protect the Membership, the Board of Directors will use the records only for distribution of information as approved by the Board. The Board of Directors will not sell or otherwise share the electronic records (emails, telephone numbers) with outside parties without prior vote of the Membership. The Board of Directors and Members shall access the Member records for use related to VAST and not for solicitation purposes. Efforts will be made to accommodate Members wishing no sharing of their information to parties outside of the Board of Directors.

Article V: Governance

V - Section 1: Governance

The governance of the affairs of this Organization shall be vested in the Board of Directors consisting of not less than nine (9) and not more than twenty-one (21) Members, to be elected by the Members at the Annual Meeting.

V - Section 2: Board of Directors

The Board of Directors shall have full responsibility for the management of the business of the Organization. It shall determine the policies governing the administration and operation of the Organization. It shall have full responsibility for the financial affairs and for the ethical and professional standards of the Organization.

V - Section 3: Nominations

A **Nominating Committee**, appointed by the Executive Committee, shall prepare a slate of candidates for the Directors and Officers. The Nominating Committee, consisting of a minimum of one (1) current Board Member and two (2) Members at large, shall prepare a slate **of** candidates for the open positions on the Board of Directors. The nominations shall be presented twenty-one (21) days in advance of the elections.

Independent nominations from the Membership may be made at the meeting when elections will be held, with the prior written consent of the nominee(s).

The Nominating Committee shall investigate the qualifications and availability of persons who might serve as Officers and Directors, and shall report its recommendations to the Executive Committee, the Board, and the Membership for election at the appropriate times.

The Nominating Committee Members shall serve a one-year term.

V - Section 4: Term Length

All Members of the Board of Directors shall serve a term of office of three (3) years. Ideally, the Directors will serve staggered terms with the goal of having one third of the Board up for election each year.

A Member may be re-elected a Director for one (1) additional consecutive three-year term. Following two (2) consecutive terms plus any partial term served as a result of election to fill a vacancy, a Member shall not be eligible for re-election until the expiration of one (1) year.

V - Section 5: Removal

Members of the Board of Directors who miss three (3) consecutive Board meetings in a fiscal year shall be deemed to have resigned as a Member of the Board of Directors and cease to be a Member thereof. At a meeting following the resignation, the Member may be reinstated by a majority vote of the Board of Directors at the Member's request.

Any Director of the Organization may resign at any time by giving written notice to the Board or to the Secretary of the Organization. Any resignation shall take effect upon receipt or at the time specified in the notice.

A majority of the Board may remove any Director at any time with or without cause.

V - Section 6: Vacancies

The Nominating Committee shall present to the Board of Directors candidates for openings to fill unexpired terms. Upon election by the Board, the Director(s) will assume their positions for the duration of the unexpired term.

V - Section 7: Quorum

A quorum at a Board of Directors meeting shall consist of a majority of the current Members of the Board of Directors. In the absence of a quorum, a majority of Directors present at any meeting may adjourn the meeting to another place, date, or time following required notice procedures.

V - Section 8: Meetings

Quarterly Directors' Meetings: Directors' meetings will be held quarterly, with notice of the meeting given in advance by a minimum of twenty-one (21) days.

Special Directors' Meetings: One-third of the Directors present at any Directors' meeting, the President, or the Executive Director (if applicable) may elect to schedule special Directors' meetings. Notice of all Directors' special meetings will be provided by a minimum of twenty-one (21) days.

Electronic Directors Meetings: Any Member of the Executive Committee may call an electronic meeting. Directors may take any voting action that could have taken place at a special meeting. An affirmative vote requires a majority of the total number of Directors. By agreeing to vote, a Director waives all advanced-notice provisions otherwise required by these Bylaws.

Such electronic meetings will be recorded as regular Board minutes, with a summary of the electronic vote of each participating Director.

The Secretary will report the results of each Director's vote electronically to all Directors. The Directors will have three (3) days to confirm or change their vote to the Secretary.

V – Section 9: Procedures and Meetings

Meetings will be conducted using Robert's Rules of Order as a procedural guide while allowing flexibility to meet the needs of the Organization.

Article VI: Officers

VI - Section 1: The Officers of this Organization shall consist of a President, Vice President(s), Secretary, and Treasurer, each of whom shall be elected for a term of one (1) year. No Officer shall be eligible for re-election in the same office after serving three consecutive years in that office until at least one (1) year shall have expired after his or her last year in said office. By a special vote of the Board of Directors, this requirement may be waived.

VI - Section 2: The duties of the Officers of the Organization shall be those that usually pertain to their respective offices, or are assigned to them as deemed advisable by the Board of Directors. Outside of the positions of President, First Vice President, Secretary and Treasurer, the Board of Directors, at its discretion, may review the officers' positions periodically and add additional positions as needed by the Organization, or delete officers' positions no longer needed by the Organization; upon first addition of a position, the Board may appoint a Director to that officer position. The newly created position will subsequently be elected in the same manner as other officers' positions.

VI - Section 3: The President, Vice President(s), Secretary, Treasurer, and (if this number is an even number) one Board Member at large, of this Organization shall serve as the **Executive Committee** of the Board of Directors. The Executive Committee shall be empowered to act on behalf of the Board of Directors during periods of adjournment.

Article VII: Staff

The Board of Directors shall have the power to hire such staff, as it deems necessary for the operation of the Organization.

Article VIII: Committees

VIII - Section 1: The Board of Directors shall have the power to create any committee deemed necessary, either as a Standing Committee or Special/Ad Hoc Committee, and shall have the power to appoint a chair of any committee or to delegate such appointive powers to any other appropriate Members.

The Board President shall be an ex-officio Member of all committees except the Nominating Committee.

Standing Committees shall include:

Executive Committee
Finance Committee
Nominating Committee

Special or Ad Hoc Committees:

Established by the Board as appropriate

Article IX: Financial Matters

IX - Section 1: No funds of the Organization shall be deposited in any name except that of the Organization and no funds of the Organization shall be invested without authority of the Board of Directors.

IX - Section 2: The **fiscal year** of the Organization shall begin on the **first day of June and end on the last day of May each year**. The books of the Organization shall be balanced and audited as of September 1 of each year by an internal committee from the Membership or where possible a Certified Public Accountant.

IX - Section 3: No part of the income of the Organization shall ever be distributable to its Directors or Officers.

IX - Section 4: The Board may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Organization. The Board may make such authorization general or special and include this authorization in the Organization minutes.

Unless the Board has authorized such action, no Officer or agent of the Organization shall contract for a loan on behalf of the Organization or issue any evidence of indebtedness in the Organization's name.

The Board will adopt an annual budget. The Board will establish and approve a disbursement policy each year for expenditures outside of the adopted budget.

The President, Vice President, Treasurer, Assistant Treasurer if appointed, Secretary, and/or such other persons as the Board shall determine shall issue all checks, drafts and other orders for the payment of money, notes and other evidences of indebtedness issued in the name of or payable by the Organization.

The Treasurer, Assistant Treasurer if appointed, or other designated person shall deposit all funds of the Organization not otherwise employed in such banks, trust companies, or other depositories as the Board may select or as any Officer, assistant, agent or attorney of the Organization to whom the Board has delegated such power may select.

The Board may authorize the opening and keeping of general and special bank accounts with such banks, trust companies, or other depositories as the Board may select or as any Officer, assistant, agent or attorney of the Organization to whom the Board has delegated such power may select. The Board may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these Bylaws, as it may deem expedient.

Article X: Tax-Exempt Status

This Organization qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law): and all Membership dues, gifts, donations, memorials, and bequests shall qualify as charitable deductions under the proper sections of the Internal Revenue Code.

Article XI: Amendments

The Bylaws of this Organization may be amended or revised by the affirmative vote of at least two-thirds of the Members of the Organization who are present at the meeting where notice of a Bylaws vote has been given.

Article XII: Dissolution

In the event of the dissolution of the Organization, after paying or adequately providing for the debts and obligations of the Organization, all assets shall be distributed to a similar not-for-profit organization or foundation established under Section 501(c)(3) of the Internal Revenue Code.

Article XIII: Indemnification

XIII - Section 1: The Organization may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Organization) by reason of the fact that he or she is or was a Member, Director, Officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a Director, Officer, employee or agent of another organization, partnership, joint venture, trust or other enterprise or as a Member of any committee or similar body, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Organization, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not create, of itself, a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Organization, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful, except that the Organization shall make no indemnification in

respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Organization unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

XIII - Section 2: The Organization shall not indemnify any person in the absence of a court order, unless authorized in the specific case upon a determination that the Member, Director, Officer, employee or agent has met the applicable standard of conduct. One of the following shall make the determination: (a) the Board, by a majority vote of a quorum of Directors not a party to the action, suit or proceeding; (b) absent a quorum or at the direction of a quorum of disinterested Directors, independent legal counsel, by a written opinion; or (c) the Members.

XIII - Section 3: Notwithstanding the other provisions of this Article XIII, to the extent that a Member, Director, Officer, employee or agent of the Organization has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section XIII-1 or Section XIII-2 of these Bylaws, or in defense of any claim, issue or matter therein, the Organization shall indemnify her/him against expenses (including attorneys' fees) which he actually and reasonably has incurred in connection therewith.

XIII - Section 4: The Organization may pay expenses incurred in defending an action or proceeding in advance of the final disposition of such action or proceeding upon delivery to the Board of an undertaking of the indemnity to repay such amount, if the Organization ultimately determines that it should not indemnify him pursuant to the provisions of this Article.

XIII - Section 5: The indemnification provided by this Article shall not be deemed exclusive and is declared expressly to be nonexclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Members or disinterested Directors or otherwise, both as to actions in his official capacity and as to actions in another capacity while holding such office. In addition, the indemnification, provided by this Article, shall continue as to any person who has ceased to be a Member, Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Article XIV: Insurance

XIV - Section 1: Upon resolution passed by the Board, the Organization may purchase and maintain insurance on behalf of any person who is or was a Member, Director, Officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a Member, shareholder, Director, Officer, employee or agent of another organization, partnership, joint venture, trust or other enterprise or as a Member of any committee or similar body, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the organization would have the power to indemnify him against such liability under the provisions of these Bylaws.

XIV - Section 2: The Board shall determine the need for other insurance including but not limited to property and general liability.

Article XV: Conflict of Interest

XV - Section 1: No Board Member shall use his or her position, or the knowledge gained there from, in such a manner that conflicts between the interest of the Organization and his or her personal interests. The conduct of personal business between any Board Member and the Organization is prohibited. Board Members may not obtain for themselves or their immediate relatives a tangible benefit of any kind from their association with the Organization. If a Board Member has an interest in a proposed transaction with the Organization in the form of a personal financial interest in the transaction or in any entity involved in the transaction, or holds a position as Board Member, Director or Officer in any such entity, he or she must make full disclosure of such interest before any discussion or action upon such transaction.

XV - Section 2: If a Board Member or a Member of that person's immediate family, receives money from, is a major contributor to, or serves as an advisor, Director or trustee with an entity which may receive funds from the Organization, he or she must make full disclosure of such interest before any discussion or action is taken upon a disbursement to that entity.

XV - Section 3: Any Board Member who is aware of a potential conflict of interest with respect to any matter coming before the Organization shall first state the conflict before any discussion of, or vote in connection with, the matter, and then abstain from voting.

Article XVI: Miscellaneous

XVI - Section 1: In addition to the use of electronic signatures that these Bylaws specifically authorize, the Organization may use such electronic signatures of any Officer or Officers, agent or agents of the Organization as the Board or a committee of the Board may authorize.

XVI - Section 2: The Board may provide for a suitable seal containing the name of the Organization, of which the Secretary shall be in charge. The Treasurer, any Assistant Secretary, or any Assistant Treasurer may keep and use the seal or duplicates of the seal if and when the Board or a committee of the Board so directs.

XVI - Section 3: The Board shall have the authority to fix and change the fiscal year of the Organization.

Adopted by the VAST Board of Directors on the 9th DAY OF MAY, 2015.

Attested by Secretary

Adopted by the VAST Members on the 9th DAY OF MAY, 2015.

Attested by Secretary

Clarification Note: These Amended and Restated Bylaws of 2015 were adopted by the Board of Directors according to procedure in place for new bylaws under the VAST Bylaws of 2008. The VAST membership rather than the Directors alone must approve all future bylaws changes.