

# **WOMEN CONTEMPORARY ARTISTS BYLAWS**

## **Article I Name**

**Section 1.** The name of this organization shall be WOMEN CONTEMPORARY ARTISTS (“WCA”) and WCA shall be located in southwest Florida.

## **Article II Purpose**

Women Contemporary Artists is an organization of women actively engaged in the visual arts. Our mission is to provide visibility, encouragement and inspiration to women artists. WCA seeks to educate the general public about the past and present contributions of women artists and to insure the inclusion of women in the history of art.

## **Article III Membership**

**Section 1.** General Membership. Artists and persons interested in the arts may become members of Women Contemporary Artists by payment of the annual dues to WCA. The Board of Directors shall recommend and submit to the membership dues changes for their approval. New Membership as well as Membership renewals shall be paid annually.

**Section 2.** Honorary Membership. This class of membership may be conferred on anyone who has distinguished herself or himself by service or merit in the furtherance of women in the visual arts. The Board of Directors shall select these members. Any member of the WCA may make recommendations for Honorary Membership. Honorary members are not required to pay dues, but they must pay entry fees if they participate in exhibits.

## **Article IV Meeting of Members**

**Section 1.** General meetings of the membership shall be held as designated by the Board of Directors throughout the year. Notice of each general meeting shall be posted to the members.

1.

**Section 2.** The Nominating Committee shall present the nominations for the slate of candidates for directors and officers for the forthcoming year. The Nominating Committee shall present the slate of candidates posted to the membership one month before the annual meeting.

**Section 3.** The Annual Meeting is for the purpose of electing and installing the directors and officers. Proxy ballots shall be available upon request and must be received by the Nominating Committee on or before the date of the annual meeting. The act of a majority of the members present, including the proxy ballots, shall be the act of the full membership.

**Section 4.** Robert's Rules of Order shall govern at the meetings.

## **Article V The Board of Directors**

**Section 1. The Board of Directors** shall consist of the elected officers, chairs of Standing Committees and the immediate past president. Monthly meetings shall be held from September through May to deal with current business and shall be open to the full membership.

**Section 2. Quorum.** A majority of the members of the Board shall constitute a quorum for the transaction of business, and the act of the majority of the Board members present at any meeting at which there is a quorum present shall be the act of the Board. If a quorum shall not be present at any meeting of the Board, the members of the Board present thereat may adjourn the meeting until a quorum shall be present.

**Section 3. Written Consent.** Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if prior to such action, notice of the proposed is mailed, emailed or telephoned to all members of the Board and a written consent thereto is signed by a majority of the members of the Board and such written consent is filed with the minutes of the proceedings of the Board.

**Section 4. Telephone Participation.** Members of the Board or of any committee may participate in a meeting of the Board or of any committee by means of conference telephone or other communication equipment, and such participation in the meeting shall constitute presence in person at such meeting.

**Section 5. New Committees.** The Board may establish new committees as needed. Chairs of such committees are responsible to the Board but are not required to attend Board Meeting nor are they permitted to vote at these meetings.

**Section 6.** Any Director and any member may be removed by a majority of the Board for cause.

## **ARTICLE VI OFFICERS AND THEIR DUTIES**

**Section 1. The Officers of WCA** shall be: President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer. The officers shall be installed at the annual meeting. The term of office shall be for 2 years. Any officer can choose to serve an additional year with Board approval

**Section 2. The President** shall be the chief executive officer and in that capacity shall supervise the affairs of WCA. The President shall see that the resolutions and policies established by the Board of Directors are carried out. The President shall designate two officers to sign all contracts and other instruments authorized or approved by the Board. The President shall appoint the chairs and members of all standing and special committees. The President shall fill resignations and vacancies on the Board, and such appointees shall serve until the next annual meeting.

**Section 3. The Vice-President** shall take the Chair at meetings if the President is absent, shall assist the President in her duties; and shall serve as a committee chairperson when appointed by the President. The Vice President shall also perform such other duties as may be assigned by the Board or the President.

**Section 4. The Recording Secretary** shall keep the minutes of the general meetings, and of all Board Meetings. She shall present a copy of the minutes of the Board meetings to the members of the Board of Directors.

**Section 5. The Corresponding Secretary** shall be responsible for writing business correspondence required by the President and the Board. She will prepare and mail or e-mail official notices as required.

**Section 6. The Treasurer** shall have custody of all funds of WCA. She shall be responsible for keeping adequate records of income and expenditures; shall disburse funds in payment of bills; and shall render monthly reports at the meetings. The Treasurer may be required to post a bond at the Boards discretion.

## **ARTICLE VII STANDING COMMITTEES**

**Section 1. Nominating Committee** This committee shall consist of three to five members as fixed by the board. If any member of the nominating committee is being

considered for an executive office, she shall resign from the Nominating Committee and the President shall name a replacement.

**Section 2. Exhibition Committee** This committee shall be responsible for all phases of WCA's art exhibits.

**Section 3. Publicity and Public Relations Committee** This committee shall be responsible for all publicity concerning all exhibits, programs and special events.

**Section 4. Membership Committee** This committee shall be responsible for keeping a record of all members and collecting dues. They shall turn over all collected monies to the Treasurer. They shall report the status of the membership at each board meeting.

**Section 5. The Bylaws Committee** This committee shall be responsible for keeping the bylaws of WCA current and available to the board and general membership. The committee shall review the bylaws on a regular basis and make recommendations to the board for changes and amendments.

**Section 6. Program Committee** This committee shall set up a calendar of programs and special events for the coming year. The calendar shall be submitted to the Board of Directors as soon as it is completed together with any changes or revisions during the year. The Board of Directors must approve the dates and venues for all programs and special events sponsored by WCA.

## **ARTICLE VIII Governance**

**SECTION 1.** The WCA shall be guided by these bylaws.

**SECTION 2.** Amendments to the Bylaws may be proposed at any Board meeting. The proposed amendments shall be published to the membership and voted on at the first meeting of the members thereafter. A two thirds majority of the members present shall be required for approval of any amendments.

Revised and approved by the WCA Board on October 4, 2012

---

**Jamie Friedli, President**

---

**Diane Hill, Secretary**

**Approved by the members at their General Meeting on November 19, 2012**

