

ASSOCIATED CREATIVE ARTISTS

Organized 1954 - Incorporated as a Non-Profit organization 1962

CONSTITUTION AND BYLAWS

Amended May 1962

ARTICLE I: NAME. The association shall be known as Associated Creative Artists.

ARTICLE II: PURPOSE. The association is organized exclusively for educational purposes, including for such purposes:

- A. The preservation, practice and instruction of conservative art.
- B. The establishment of an artistic atmosphere based on traditional principles for the creation of fine art.
- C. The sponsoring of exhibitions, lectures, workshops and similar programs to promote a better understanding between the artist and the public.
- D. The acquisition of a permanent place in which to teach, create, and exhibit works of registered members of the organization.

ARTICLE III: MEMBERSHIP. The membership of the organization shall not be limited in number.

ARTICLE IV: OFFICERS. Officers of the organization shall be:

President
First Vice President
Second Vice President
Recording Secretary
Corresponding Secretary
Treasurer
Two (2) Executive Advisors
Permanent Senior Executive Advisor

ARTICLE V: EXECUTIVE BOARD. The Executive Board shall consist of the president, who shall act as chairman, the other officers, and the chairpersons of the standing committees.

ARTICLE VI: COMMITTEES. There shall be standing committees as determined by resolution of the Executive Board to manage specific affairs of the organization.

ARTICLE VII: ASSETS. All assets of the organization including cash, stocks, bonds, real estate, properties, inventories and/or anything else of value shall remain the property of the non-profit corporation (Associated Creative Artists) and be permanently dedicated to an exempt purpose.

ARTICLE VIII: AMENDMENTS. Proposed amendments to the Constitution may be presented by any registered member of the organization to the Executive Board not less than sixty (60) days prior to the annual meeting of the organization; such amendments, if approved by the Executive Board, shall be presented to the registered membership of the organization at the next annual meeting. A two thirds favorable majority vote of registered members present and voting shall be required for adoption of such amendments. Upon adoption such amendments shall become effective immediately.

ARTICLE IX: DISBANDMENT. If for any reason it should be determined that the organization should disband and cease activities, it shall be the responsibility of the Executive Board to liquidate all assets of the non-profit corporation, first subscribing and adhering to the laws of the State of Texas governing such procedure. At the time of disbandment, it shall be the responsibility of the Executive Board to select and name as beneficiary of a non-profit organization existing under a charter granted by the State of Texas and subscribing to qualifications as described in Section 501 (c) (3) of the Internal Revenue Code, that is exempt from taxation under Section 501 (a) of the Internal Revenue Code, and that is willing and able to accept the assets of the dissolving Associated Creative Artists as no assets could be distributed to members of Associated Creative Artists, or to any other private individuals.

BYLAWS

Associated Creative Artists

ARTICLE I. PURPOSES

Section 1. The purposes for which the organization is organized, in addition to those described in the Constitution, are:

- A. To operate exclusively for educational purposes or by making distributions to other organizations for use by the distributees, in support of such purposes, all within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any later federal tax law (hereinafter referred to as the Code) and
- B. To engage in any and all lawful activities incidental to the foregoing purposes, except as otherwise restricted herein.

Section 2. The affairs of the organization shall at all times be conducted in a manner consistent with the requirements of the Code, as such requirements affect tax-exempt organizations.

Section 3. The organization shall not carry on, other than as an insubstantial part of its activities, activities that are not in furtherance of its purposes.

ARTICLE II. POWERS

The organization is a non-profit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Texas Non-Profit Corporation Act; provided, however, the organization shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as an organization that is exempt from federal income taxation as an organization described in Section 501 (c) (3) of the Code, or as an organization contributions in which are deductible under Section 170 (a) (1) of the Code, by virtue of being charitable contributions as defined in Section 170 (c) (2) of the Code.

ARTICLE III. EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no executive board member, officer, employee or representative of the organization shall take any action or carry on any activity by or on behalf of the organization which is not permitted to be taken or carried on by an organization exempt from federal income taxation under Sections 501 (a) and 501 (c) (3) of the Code, and its regulations, as they now exist or as they may hereafter be amended, by virtue of being charitable contributions as defined in Section 170 (c) (2) of the Code and its regulations, as they now exist or as they may hereafter be amended.

ARTICLE IV. FISCAL YEAR

The fiscal year of the organization shall be from June 1 to May 31 inclusive.

ARTICLE V. MEMBERSHIP

Section 1. All persons interested in the purposes of Associated Creative Artists shall be eligible for membership.

Section 2. The name of a candidate for membership must be presented in writing to the Executive Board. The application shall set forth the category in which the applicant seeks membership, and shall be accompanied by payment of annual dues.

Section 3. Applications for membership submitted in proper form shall be accepted by the Executive Board and the applicant shall be enrolled in membership. Following the acceptance of applicants by the Executive Board, their names shall be presented to the membership of Associated Creative Artists at its next meeting for information purposes.

Section 4. There shall be six classes of membership as follows:

1. Active
2. Associate
3. Patron
4. Honorary
5. Hall of Fame
6. A C A Signature

Section 5. A registered member of the organization in good standing shall be one whose annual dues have been paid when due.

Section 6. To transfer from any category of membership to active membership, the applicant shall execute an active membership application and pay the active membership dues, less a credit for any dues paid in the prior category. In no event shall any refund be made.

Section 7. The Executive Board shall make rules of procedure to be used in investigations, complaints, and/or hearings relevant to inefficient, unprofessional, or unethical acts of any registered member with full authority to act in accordance with the evidence submitted.

ARTICLE VI. DUES

Section 1. The annual dues of the organization shall be as determined from time to time by resolution of the Executive Board.

Section 2. All annual membership dues shall be delinquent if not paid on or before June 1 of each year. Anyone joining between January through March shall be charged fifty percent of the current dues.

Section 3. All membership dues shall be delinquent if not paid on or before June 1 of each year. Any member becoming delinquent in annual dues shall be dropped from the registered membership as of July 1, provided a notice of dues indebtedness has been sent to the member by mail, and proof of same is on record.

Section 4. Any member who has been dropped from the registered membership of the organization for delinquency in dues shall be reinstated when the full dues for the current year have been paid.

ARTICLE VII. INITIATION FEE

Initiation fee may be charged as determined from time to time by resolution of the Executive Board.

ARTICLE VIII. PRIVILEGES AND REQUIREMENTS

Section 1. Active members shall have full privileges of the organization.

Section 2. Associate members shall have all privileges of the organization except voting and exhibition in the Annual Awards Show.

Section 3. Patron members designate a monetary contribution to the organization.

Section 4. Honorary membership in A C A shall be granted by the Executive Board to any person who has made a significant contribution of time, service, or property to the organization.

Section 5. Hall of Fame membership shall be awarded by the Executive Board to those members meeting the qualifications as set forth in the Hall of Fame requirement.

Section 6. A C A Signature Membership: Active Members whose work has been accepted in five Annual Awards Shows shall automatically become A C A Signature Members, and shall be entitled to display the A C A Signature on their work. The shows need not be in consecutive years with the exception of the initial group which shall qualify by being accepted in each of the five (5) shows from and including 1979 through 1983.

Section 7. The members of each class of members except Associate members shall have one (1) vote on matters submitted to the membership for a vote.

ARTICLE IX. OFFICERS

Section 1. All officers shall be elected annually.

Section 2. The nominating committee shall prepare a list of nominees for each of the nine (9) elective offices and the standing committee chairs to be presented and approved by the Executive Board prior to the April Membership meeting.

Section 3. The annual election of officers shall take place at the April membership meeting each year, and the elected officers shall be installed and take office at the May meeting.

Section 4. Upon resignation, death or removal of any officer, the Executive Board shall make an appointment to fill the vacancy until the next annual election.

Section 5. No member shall be elected to the same office more than (2) successive years, unless by special decision by the Executive Board and election by the membership.

Section 6. The officers and their respective duties are:

A. President - It shall be the duty of the President to preside at all meetings of the organization and all meetings of the Executive Board. He shall be ex-officio member of all committees. He shall, subject to the approval of the Executive Board, have the authority for general and specific direction of the business and affairs of the organization.

B. First Vice President - In the absence of, or in event of the inability of the President, it shall be the duty of the First Vice President to act for and perform all of the duties of the President, and shall be ex-officio member of all committees.

C. Second Vice President - In the absence of, or in the event of the inability of the President and First Vice President, it shall be the duty of the Second Vice President to act for and perform all of the duties of the President.

D. The Recording Secretary - shall keep an accurate record of all proceedings of the organization and shall have custody of all official records and papers.

In the absence of or in the event of inability of the President, the First Vice President and the Second Vice President, it shall be the duty of the Recording Secretary to preside over the meeting and act for an in behalf of and perform all the duties of the President.

At the expiration of the term of office there shall be turned over to the successor in office all the records, official papers and/or documents of the organization and a receipt shall be taken therefore by the retiring Recording Secretary.

E. The Corresponding Secretary - shall conduct all correspondence of the organization and shall be responsible for preparation and mailing all notices of regular, special and/or annual meetings of the association to the registered membership, and all communications of a special nature as directed by the Board.

F. The Treasurer - Shall keep an accurate record of all monies, stocks, bonds, real estate, property and all assets of whatever nature that are the property of or in which the organization may have a legal interest, and shall have custody of all such items.

The Treasurer shall render to the registered membership all bills for dues not less than thirty (30) days prior to the due date.

The Treasurer shall render a notice of dues indebtedness to the delinquent members on or before June 15 of each year.

The Treasurer shall pay all bills as approved by the Executive Board.

A depository or depositories for all monies shall be from year to year as directed by the Executive Board, and only depositories so designated may be used by the Treasurer.

The Treasurer shall be bonded by a reputable surety company, approved by the Executive Board for an amount not less than the total assets of the organization at all times. The net cost of such bond or bonds shall be paid by the organization.

All checks disbursed by the Treasurer shall be signed by two of the four Executive Board members whose signatures are on file with the depositories.

G. Executive Advisors - There shall be three (3) Executive Advisors elected at a meeting of members of the organization for that purpose. Executive Advisors shall serve terms of office as provided in this section.

Two (2) Executive Advisors - The purpose of the Executive Advisors is to maintain historical continuity of the organization. The duties of the Executive Advisors are to advise the Executive Board when appropriate, and to manage the development and investment of the A C A Memorial Fund for proper and safe growth.

One (1) Permanent Senior Advisor - In addition to the duties as an Executive Advisor, this individual will be the spokesperson for the Executive Advisors, and will preside at all meetings of the Executive Advisors. The Executive Advisor described in this sub-section shall serve until his or her death, resignation, or retirement.

ARTICLE X. EXECUTIVE BOARD

Section 1. The affairs of the organization shall be managed by its Executive Board. Such Board may exercise all powers granted to the organization and do all lawful acts required by the affairs of the organization so long as the exercise of such powers and the doing of such acts are consistent with the organization's prescribed purposes.

Section 2. The number of members which shall constitute the Executive Board shall be determined by resolution of the Executive Board at any meeting thereof; provided, however, the number of members of the Executive Board shall never be less than three (3). An Executive Board member need not be a resident of the State of Texas.

Section 3. The Executive Board shall consist of the president, who shall act as chairman, the other officers, and the chairs of the standing committees.

Section 4. All meetings of the Executive Board shall be at the call of the President or upon the request of five (5) members of the Executive Board.

Section 5. A majority of the total number of members of the Executive Board including at least two (2) of the three (3) Executive Advisors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the Executive Board members are present at said meeting, a majority of the Executive Board members present may adjourn the meeting from time to time without further notice.

Section 6. Any act of the Executive Board must be the combined acts of the majority of the total number of members of the Executive Board present not counting the Executive Advisors, and the majority of the Executive Advisors present.

Section 7. The Executive Board shall be responsible for arranging the auditing of all books, records and assets of the organization at least once a year. Such audit shall be made by an outside, accredited auditor and shall include the filing of the IRS report and the mailing of a complete report to the permanent member of the Executive Board.

ARTICLE XI. COMMITTEES

Section 1. The standing committees, as determined by resolution of the Executive Board, and their respective duties are:

Annual Awards Show Committee - It shall be the duty and responsibility of this committee to secure a site for the annual public exhibit of the creative works of the active members, to arrange for the assembly and display of the work, and to arrange for judging of all entries. The Treasurer of the organization shall be responsible for all monies collected or disbursed for such show.

Constitution and Bylaws Committee - It shall be the duty of this committee to prepare all amendments to the Constitution and/or Bylaws for submission to the vote of those duly constituted to vote, and to prepare the final form of any such amendments. The chair of the Constitution and Bylaws Committee shall be consulted with regard to any differences of interpretations of intent of the current Constitution and/or Bylaws. The chair of this committee shall serve as parliamentarian at all regular and/or special meetings of the Executive Board and of the regular membership.

Educational Program Committee - It shall be the duty of this committee to arrange for and provide educational art related programs for each meeting with the exception of the December meeting.

Historical Committee - It shall be the duty of this committee to keep in good order all material of historical significance to the organization.

Membership Committee - It shall be the duty of this committee to keep an accurate record of the registered membership of Associated Creative Artists, and to solicit and obtain the applications of new members for the organization.

It shall be the duty of the chair of this committee to present the names of all applicants for membership to the Executive Board.

Membership Concerns Committee - It shall be the duty of this committee to send get-well cards to ill or hospitalized members, and to arrange for flowers or a memorial in remembrance of a deceased member.

Membership Show Committee - It shall be the duty of this committee to make all arrangements and execute a non-competitive exhibition of art work by all categories of membership in the organization. The Treasurer of the organization shall be responsible for all monies collected and disbursed for such show.

Monthly Award Show Committee - It shall be the duty of this committee to promote the creative works of A C A members at regular monthly meetings and to record and display all works submitted, and to handle the voting and awards.

Newsletter Committee - This committee is responsible for the production and distribution of the monthly newsletter to the membership and coordinate with the Corresponding Secretary publication within the newsletter of required membership notifications.

Placards and Show Cards Committee - It shall be the duty of this committee to prepare, distribute and/or install all show cards, signs, placards and banners relevant to all shows or any other activities of the organization. The design, format and layout of all placards, signs, show cards and/ or banners shall be submitted to the Executive Board for approval.

Properties Committee - It shall be the duty of this committee to arrange for and provide all necessary properties to conduct all activities of the organization; to be responsible for securing storage facilities for all properties, and to be responsible for the good and operative condition of all properties.

Publicity and Public Relations Committee - It shall be the duty of this committee to prepare all layouts, news releases, publicity and press news stories for all magazines, periodicals, newspapers, TV and radio relevant to the activities of the organization, and in particular, the Membership Show and the Annual Awards Show. All copy releases shall be subject to the approval of the Executive Board.

Refreshments Committee - It shall be the duty of this committee to arrange for and secure all refreshments for all activities of the organization, subject to the approval of the Executive Board.

Sites and Activities Committee - It shall be the duty of this committee to arrange outdoor painting sessions for the membership and to make transportation and lodging arrangements if needed.

Telephone Committee - It shall be the duty of this committee to arrange for telephoning all registered members of the organization and/or the Executive Board, or special committee chairs, relative to meetings and/or activities as directed by the president.

Workshop Committee - It shall be the duty of this committee to make all arrangements necessary to execute no less than three workshops per year for the organization.

Yearbook Committee - It shall be the duty of this committee to prepare the layout, correlation, art work, assembly and mock-up of the yearbook, submitting same to the Membership Chair and President for approval. The committee shall be responsible for the distribution of the yearbook to the membership.

Section 2. Special Committees may be appointed by the President as deemed necessary. Any such committees shall meet as early as possible, but not more than fifteen (15) days after appointment, to study their special assignments thoroughly and report promptly to the Executive Board, and/or the President, as provided when appointed.

The Chair of each standing committee shall be appointed from the active membership by the nominating committee, with the approval of the incoming president, for a period not to exceed one year, or until discharged or replaced. Such appointments shall be made within thirty (30) days following the election of the president.

Section 3. The Chair of each standing committee shall appoint the members of his or her respective committee within thirty (30) days following his or her appointment. All such appointments shall be for a period not to exceed one year.

Section 4. A nominating committee consisting of five (5) members of the organization shall be elected by the Executive Board not less than sixty days prior to the annual membership meeting for the purpose of selecting candidates for each of the elective offices.

Section 5. All contemplated actions of the members and/or committee chairs and/or committee members involving public relations or potential liability to the organization shall be submitted to the president for his review and approval or rejection.

ARTICLE XII. OBLIGATIONS

No obligations, except those incident to the normal operations of the organization, shall be incurred. No continuing obligation shall be entered into without a two-thirds approving vote of the registered membership of the organization present at a regular or called meeting or represented by written ballot.

ARTICLE XIII. EXHIBITS

Section 1. Non-members of the organization shall not be permitted to take part in the exhibits. The cost to any registered member, entry fees and the amount of eventual cash awards shall be established by the Executive Board.

Section 2. Judging of Exhibits. Any exhibits of the organization which are to be judged shall be juried by competent and qualified artists, none of whom are members of the organization. The jury, in number from one to three, shall be selected by the chair of the Annual Awards Show with the approval of the Executive Board.

Any member who contacts any judge before a juried show in an attempt to influence a decision or after a juried show complaining of any rejection of an entry or entries, shall automatically be dismissed from membership, and shall be so notified in writing by the President.

ARTICLE XIV. MEMBERSHIP MEETING

Section 1. Membership meetings shall be held each month except the months of June, July and August, at the announced location and time.

Section 2. The annual meeting of the organization shall be held in May of each year.

Section 3. Written notice of the date, time, and place of every membership and annual meeting shall be sent by mail by the corresponding secretary to the registered membership of the organization not less than ten (10) days prior to the date of the meeting.

Section 4. Special meetings of the registered membership of the organization may be called by the President, upon approval by the Executive Board, provided written notice by mail is sent to the registered membership not less than ten (10) days prior to the date set for the meeting, naming the time and place of meeting and stating the purpose of the special meeting.

Section 5. All meetings shall be conducted in accordance with Robert's Rules of Order, except wherein it would be inconsistent with these Bylaws.

Section 6. Active members present at a regular or special meeting shall constitute a quorum.

ARTICLE XV. AMENDMENTS

Section 1. These Bylaws may be amended at any regular or called meeting of the organization provided official notice of the proposed amendment shall have been mailed to each registered member of the organization with notice of the meeting, not less than ten (10) days in advance thereof. A two-thirds favorable majority of those present shall be necessary to amend. Upon adoption, such amendment shall become effective immediately.

Section 2. The current Bylaws of the Associated Creative Artists are deemed adequate and are herewith adopted with the provision that any contents not consistent with law or Articles of Incorporation are deemed to be modified accordingly.