



BYLAWS

June 2021

Bylaws

Revised and adopted: June 2021

ARTICLE I. Name and Purpose

Section 1: The name of the association is the “Naperville Art League, Inc.” (the “League”). It shall be a not-for-profit corporation under the General Not for Profit Corporation Act of the State of Illinois.

Section 2: The purpose of the League is to provide art instruction and education, to encourage interest in all forms of creative visual art, to stimulate understanding and appreciation of art in the community, and to perform other functions reasonably related thereto.

ARTICLE II. Membership and Dues

Section 1. Individual membership is open to all person who are 18 or older. Family or Group memberships must have at least one member 18 or older. A member in good standing is defined as one whose dues have been paid up-to-date and who observes all the rules and Bylaws of the League. All members in good standing are entitled to:

- a. Vote during the fiscal year for which they have paid their dues.
- b. Receive a monthly newsletter by mail or email. In cases where more than one member of a household is a member, one newsletter will be sent to a family or household.
- c. Receive one Membership Directory per household per year.
- d. Participate in various League affiliated exhibits upon meeting all requirements set forth by any sponsors and judges of these events and the League.
- e. Exhibit work in the League’s Fine Art Center and Gallery (“Gallery”) upon meeting all requirements set forth by the League Exhibit Rules for such exhibition.
- f. A special membership, such as a student membership, may be added at any given time at the discretion of the acting board. Should minors be offered memberships however, a legal waiver would be required to alleviate any liability issues.

Section 2: Any member who misuses League resources is subject to expulsion from the League by the Board. Any member who has been expelled may petition the membership for a special meeting as per Article VII Section 2. The stated purpose of this meeting will be for reinstatement of the expelled member.

Section 3: Dues are payable upon joining the League and will be effective year-to-date. Any member who has not paid his/her dues will not have exhibiting privileges and will not be included in the Annual Membership Directory.

The classes of membership and the dues assigned to each shall be listed in the annual Membership Directory.

ARTICLE III. Executive Officers and Board of Directors

Section 1: Executive officers are elected by the membership and shall consist of the following: President, Secretary, Treasurer, Director of Marketing & Communications, Director of Programs and Hospitality, Director of Education, Director of Exhibits, Director of Development, Director of Building & Grounds and Director of Membership Services.

The Board shall also include one Board Member-at-Large, appointed by the President and approved by the Board. This position should be filled by the immediate past president or when the immediate past President declines, it shall then be an active and knowledgeable League member. The Board shall also include Historian, a standing committee, to be appointed by the President with approval of the Board.

Detailed job description for all Board positions are kept on file at the Naperville Fine Art Center and Gallery.

Section 2: All members of the Board and only members of the Board may vote at Board meetings. Board members shall be members in good standing on non-members in good standing in the community and their term of office shall be twelve (12) months. Their term shall begin on June 1. No member shall hold more than one position on the Board at one time and no more than one member of a family or household shall hold a position on the Board at one time. No elected member shall be eligible to serve more than three consecutive terms in the same position. All incoming and outgoing Board members and committee chairpersons must attend the June Board meeting.

Section 3: At its discretion, The Board shall be responsible for hiring and terminating an Executive Director, and/or any other personnel deemed necessary, who will be under the supervision of, and will be responsible to the Board or its appointed agent. Such persons will be employees of the League and will receive wages, the amount of which will be determined by the Board. Job descriptions will be prepared and reviewed annually by the President and one or more Board members.

General Responsibilities of the Executive Director:

To be responsible, under the direction of the Board, for the day-to-day duties necessary for the general operation of League and Gallery business.

- To implement goals and policies of the League with the President, to enable the Board to fulfill its governance function.
- To provide guidance toward the achievement of the League’s mission, strategy and its annual objectives.
- To act as a liaison with internal and community relations.
- To actively pursue fund development.
- To enforce program policy management.
- To oversee operational, financial, and administrative management.

ARTICLE IV. Duties of the Board of Directors

Section 1: General Responsibilities of the Board:

- a. To govern and administer the business of the League.
- b. To attend all monthly Board meetings and provide a report of his or her respective responsibilities. Board members must notify the President if unable to attend a Board meeting and provide a Proxy to the presiding officer via a generally accepted communication method. Such communication method must be in a format that will support documentation of the Proxy for the meeting files.
- c. To receive reports from any committees. To review and approve an annual budget for the League and make it available to the membership.
- d. To annually review and approve all job descriptions and duties for any League employees, to review and approve all performance reviews conducted, and to determine the amount of any and all wages to be paid.
- e. To approve location, date, scope, standards, and rules of all League exhibits and to approve the inclusion of any non-member in League sponsored exhibits.
- f. To ensure educational opportunities are available to NAL members and the community.
- g. To approve the programs offered by the League and to determine the disposition of donations.
- h. To supervise and support all activities, personnel, fundraising efforts and to attend as many League sponsored events as possible.
- i. To affect a smooth transition to his/her successor in office and to advise his/her successor, as necessary.

Section 2: Responsibilities of the President:

- a. To preside over all meetings of the League and of the Board.
- b. To be ex-officio member of all committees.
- c. To compile and distribute an agenda prior to a Board meeting.
- d. To appoint chairperson to new projects or departments that develop.
- e. To perform all other executive duties incident to the office of President.
- f. To share responsibility with the Board for the hiring, firing and supervision of League employees.

Section 3: General Responsibilities of the Directors:

The general responsibilities of the directors pursuant to Article III Section 1, shall be to carry out various functions within their area of responsibility. In addition, the Directors will be required:

- a. To assist the President in all League matters.
- b. To assume the necessary duties at all League and Board meetings in the absence of the President.
- c. In conjunction with the President, the Directors shall play a significant role in resource development and in representing the organization within and outside the community.
- d. To periodically review the organizational structure, bylaws, policies, procedures, and functioning of the League, and the physical condition of the Fine Art Center and Gallery and its contents.
- e. To submit a written budget to request funds for the upcoming fiscal year to the Board.
- f. To create and supervise committees, as necessary.
- g. To support League functions and endeavors as able.

Section 4: Responsibilities of the Secretary:

- a. To record the minutes of all League and Board meetings.
- b. To provide the presiding officer and all Board Members with a copy of the signed minutes of the previous meeting prior to any Board meeting.
- c. To have the minutes corrected, if needed, and approved by a motion and vote of the Board.
- d. To be custodian of all current minutes.

Section 5: Responsibilities of the Treasurer:

- a. To be custodian of all funds due or accruing to the League from whatever source.
- b. To monitor deposit of said funds in a bank or savings institution designated by the Board.
- c. To oversee payment from League funds of all League bills and all disbursements or requisitions to committees or members upon receipt of all such authorized bills or requisitions.
- d. To oversee recording of all receipts and disbursements in books provided for that purpose.
- e. To oversee submission of all required local, state, and federal forms.
- f. To assist in preparation of annual budget.
- g. To make financial reports available for viewing by any Member within five (5) business days, upon written request.
- h. To make financial records available for viewing by any Member within five (5) business days, upon written request.

ARTICLE V. Nomination and Election of Officers

Section 1: Prior to or at the February Board Meeting the Member-at-Large shall form and lead a Nominating Committee. It shall be the duty of this committee to submit a slate of candidates for the executive offices to be filled at the annual June Board meeting.

Section 2: At the June Board meeting, Board members shall have received record from their predecessors and will review the Bylaws and Board responsibilities.

Section 3: The President, with the approval of a majority vote by the Board, will appoint members to fill any vacancies for unexpected terms of office.

Section 4: An officer may be removed from office for failure to perform his/her duty as stated in the Bylaws and or job description by majority vote of those present at a regular or special Board meeting provided that there is a quorum present at the meeting.

Section 5: Any member who has cause to believe that an officer of the League should be removed from office for not performing his/her duties as stated in the Bylaws is entitled to seek a special Board meeting as outlined in Article VI, Section 2 below. The stated purpose of the special meeting must be to remove said officer from office.

Section 6: In the event of an emergency, such as a mandatory shutdown, the Board may vote to extend their service up to 3 months. Any additional extension will be voted on by the membership.

ARTICLE VI. Meetings, Quorums, and Proxies

Section 1: Regular Membership Meetings will be held at a location designated on a date determined by the Board.

Section 2: Special membership meetings may be called by the President at his/her discretion or upon written request to the Board by five members in good standing. Notice of special meetings shall be mailed or e-mailed to all members prior to the date of the meeting and will include the location, time, date, and purpose of the meeting. Should voting be necessary, a ballot will be provided.

Section 3: A minimum of twenty (20) members shall constitute a quorum for the transaction of business at any such general or special meetings by either submitting a ballot or voting in person.

Section 4: The Board of Directors shall meet once a month at a location designated by the Board. Special meetings of the Board may be called by the President at his/her discretion, or upon written request to the President of two members of the Board. The notice of such

meetings to the Board members shall state the purpose, date, time, and location of the meeting.

Section 5: A simple majority of the total members of the Board shall constitute a quorum, with a quorum being required to transact business at any Board meeting.

Section 6: Written and signed proxy votes shall be permitted for voting in the transaction of business at any membership meeting. No member may hold more than two written and signed proxy votes.

Section 7: Ballots for votes at any general or special membership meeting shall be published in the monthly newsletter prior to a vote and will include all notices for special membership meetings as set forth in Article VI, Section 2, along with instructions for completion.

Additional copies of ballots shall be available at the League. The date of the membership meeting for which the ballot is valid must be clearly indicated on the form by the person filing the proxy. A current ballot is required for each meeting at which a vote is being taken.

ARTICLE VII. Standing Rules

Section 1: As needed, the Board shall adopt and have the right to amend as necessary, a set of Standing Rules for the day-to-day operation of the League. These rules will set forth the dues schedule, meeting dates and times, exhibit rules, and other routine matters.

ARTICLE VIII. Disbursements of Assets of the Naperville Art League upon Dissolution

Section 1: Upon dissolution or the winding up of its affairs, the assets of the League shall be distributed exclusively to organizations promoting the fine arts or education in the arts, which organizations must qualify under the provision of Section 501 c (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. This distribution shall be the responsibility of the most recent members of the Board. Said assets may not be distributed to any employee, Board or family member or any organization of which a Board member is an officer.

ARTICLE IX. Indemnification

Section 1: Each person who is or was a director or officer of the League shall be entitled to indemnification and shall be indemnified by the League in accordance with, and to the fullest

extent authorized by, the provisions of the General Corporation Law of the State of Illinois as it may from time to time be amended.

ARTICLE X. Amendment

Section 1: These Bylaws may be amended at a special membership meeting by a vote of the majority of the quorum. Or, if the proposed amendment is submitted in writing prior to the meeting, approval of the proposed amendment may be carried by an affirmative vote of two-thirds (2/3) of the members voting ballot, provided there is a quorum present at the meeting.

ARTICLE XI. Parliament Authority

Section 1: Roberts Rules of Order (most recent revised edition) shall be the parliamentary authority in all matters not contained in the article of association or in the Bylaws, or in the Standing Rules.

ARTICLE XII. Conflict of Interest

Section 1: All Board members and staff must act in the best interest of the organization rather in the furtherance of their own personal interests or those of related third parties.

STANDING RULES

MEETINGS: Members will be notified of all membership meetings. Board meetings are open to all paid members. Any member wishing to address items for consideration by the Board at any membership or Board meeting should notify the President for inclusion in the Agenda.

DUES: A schedule of dues will be printed in the annual Membership Directory.

EXHIBIT REQUIREMENTS: Exhibit rules are outlined in full in the membership Directory.

VOLUNTEERS: All members are encouraged to volunteer time to the Gallery or to serve on one or more committees to ensure that the League and Gallery function smoothly.

UNBUDGETED EXPENDITURES: The President may approve all unbudgeted expenditures up to \$500.00 (five hundred) inclusive. The Board may approve all unbudgeted expenditures above \$500.00 (five hundred) and up to \$5,000.00 (five thousand) inclusive. Except in

emergencies, as determined by the Board, the Membership must approve all unbudgeted expenditures above \$5,000.00 (five thousand).

EXPENSE REQUISITIONS: Requisitions forms must be utilized for reimbursement of any expenses incurred on behalf of the League. They must be approved by signature of the President or Treasurer in order to be paid. Any unbudgeted expenses must be pre-approved by the Board in accordance with the limits set forth above. Any unauthorized and unapproved expenditures shall be deemed to be donations to the League and will not be reimbursed. Any member seeking recourse may appeal to the Board. Requisition forms are available at the League.

ART LEAGUE EQUIPMENT: All equipment in the Gallery shall be reserved for legitimate League purposes.

HONORARY MEMBERSHIP: Any member wishing to nominate a League member for honorary lifetime membership should submit their nomination in writing to the Board for discussion. The Board will approve and award all honorary memberships.



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Fine Art Center & Gallery
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