

Bylaws of the Rockaway Artists Alliance

Article I. Name

That the name of the said Alliance shall be and is “Rockaway Artists Alliance, Inc.”, (hereinafter known as “the Alliance”).

Article II. The Principal Office

That the principal office for the transaction of the business of the Alliance is located in the County of Queens, State of New York at the following address - 260 Beach 116th Street, Rockaway Park, New York 11694.

Article III. Profits

That the Alliance shall be non-stock and that no dividends or pecuniary profits shall be declared or inured to the members thereof. Any receipt of the Alliance in excess of the ordinary expenses of the Alliance shall inure to the benefit of the Alliance and shall be applied by the directors thereof to any and all expenses incurred in carrying out any and all of the purposes set forth herein.

Article IV. Purposes

A. That the general purposes for which the Alliance is formed are as follows:

To promote culture and the arts in the Rockaway, NY community. To inform and enrich the local community of its own unique population of practicing artists. To cultivate interest in the Rockaway community in the process of making art. To use the arts as a means of promoting unity, harmony, and community pride. To reach out to the young people of the area by presenting the arts as a means of communication and an expression of cultural values. To promote multi-cultural understanding in the Rockaway community via arts programs.

B. That the specific and primary purposes for which the Alliance is formed are as follows:

Frequently exhibiting free to the community, those works of its membership which meet standards of professional quality. Providing professional quality demonstrations, classes, and/or workshops to the membership and community at large.

Membership benefits include an opportunity for members to improve by constructive and sensitive critiques by their peers. Assisting artist members by exhibiting their work, thereby providing information and instruction in the process of exhibitions as well as providing an encouraging and supportive creative experience.

Article V. Officers & Board of Directors

Section 1. The officers of the Alliance shall be President, Vice President, Secretary, Treasurer.

Section 2. Board Members

(a) The business, property and affairs of the Alliance shall be managed by a board of directors composed of the officers and at least 10, but not more than 14 persons who shall be directors of the Alliance.

(b) Each director shall hold office for the term for which s(he) is elected and until his/her successor is elected and qualified. Officers and directors will be elected by all members in good standing.

Section 3. Nature of Duties

The duties of the board of directors are to be managerial in nature.

Section 4. Election of Officers and Directors, and Terms of Service

(a) The officers shall be elected for a two year term.

(b) The officers will be divided into two classes following the same election procedures as the directors below. One class being the President and Secretary, the other class being Vice-President and Treasurer.

(c) The directors shall be equally divided into two classes. At the first annual meeting of the members, the members of the board of directors shall be divided into two classes of seven members each. The directors of the first class shall hold office for a term of one year; the directors of the second class shall hold office for a term of two years. At all annual elections thereafter, half of the directors shall be elected members for a term of two years to succeed those directors whose term then expires, provided that nothing herein shall be construed to prevent the election of a director to succeed himself or herself.

Section 5. Conflict of Interest

(a) No member of the board of directors shall represent himself/herself as acting on behalf of the Alliance without prior approval of the majority vote of the board of directors.

(b) Any member of the board who in good faith feels that his/her personal or business affairs may damage the interest of the Alliance must disclose such conflict to the board or refrain from voting or acting in such a way as to damage the interest of the Alliance.

(c) Any attorney representing the Alliance may also be eligible to sit on the board. Such function as board member will not in itself be considered a conflict of interest.

(d) Any member may vote on an issue that the member or the board in good faith decides is not a conflict of interest.

Section 6. Vacancies

- (a) Vacancies on the board of directors shall be filled by appointment made by the remaining directors only if it is determined by a two-thirds (2/3) majority of the board of directors that the position of the director must be filled.
- (b) If the need to fill the vacancy is so determined, each person so selected to the board to fill that vacancy shall remain a director until his successor has been elected by the members, who may ratify such appointment at the next regularly scheduled, annual, or special meeting for that purpose and held prior thereto.

Section 7. Action by Unanimous Written Consent

If and when the directors shall severally or collectively consent in writing to any action to be taken by the Alliance, such action shall be a valid Alliance action as though it had been authorized at a meeting of the board of directors.

Section 8. Nominations and Elections

- (a) The President shall appoint a Nominating Committee with the approval of the directors.
- (b) The Nominating Committee shall be appointed two months before the annual meeting. The Committee shall submit its report to the board of directors one month before the annual meeting.
- (c) The Nominating Committee shall present a slate of at least one candidate for each position to be voted on for that year.
- (d) Nominations for any position can be made by a member in good standing of the Alliance at the general membership meeting preceding the annual meeting. A nomination must be seconded to be valid.
- (e) All nominees must be members in good standing.
- (f) The Nominating Committee shall design the format of the ballot and tally the election results.
- (g) Only members in good standing may participate in elections.

Section 9. Power to Appoint Other Officers and Agents

The board of directors shall have power to appoint such other officers and agents as the board may deem necessary for transaction of the Alliance by a two-thirds (2/3) majority vote.

Section 10. Removal of Officers and Agents

- (a) Any officer or agent may be removed by the board of directors whenever in the judgment of the board the business interests of the Alliance will be served thereby.
- (b) Such removal must be accomplished by a two-thirds (2/3) vote of the board of directors to be valid.

Section 11. Delegation of Powers

For any reason deemed sufficient by the board of directors, whether occasioned by absence or otherwise, the board may delegate all or any of the powers and duties of any officer to any other officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 12. Executive Committee

The Executive Committee is composed of President, Vice President, Treasurer, and Secretary, and shall have and exercise the authority of the Alliance between meetings of the board.

Section 13. Power to Require Bonds

The board of directors may require any officer or agent to file with the Alliance a satisfactory bond conditioned for faithful performance of his duties.

Section 14. Voting

The quorum required for carrying any vote of the board of directors shall be a majority of directors present or through proxy.

Article VI. Officers

Section 1. General Rights and Duties

Any dispute as to the duties performed by an officer shall be resolved by a majority vote of the board.

Section 2. Vacancy of an Office

When an office has been declared vacant by the president due to failure to amend the requisite amount of meetings or as set forth in Article VI, Section 3, subsection b herein, or if a vacancy is declared for any other reason, the existence of such vacancy and the need to fill it shall be determined by a majority vote of directors.

Duties of Specific Officers

Section 3. President

(a) Presides over all meetings of the board and the members in the following manner:

(i) The president is not permitted to vote on any issue put before the board, committee, or any membership meeting except that in all tie votes, the president shall cast the deciding vote.

(ii) The president decides all questions of order, subject to the appeal of the body by majority vote of the eligible directors or members.

- (iii) By setting an agenda for each meeting, subject to any agenda items submitted by directors and/or members which have been carried by a majority vote.
- (iv) The president shall, at the request of three (3) members in good standing call a special meeting of members.

(b) The president may declare an office vacant when an officer is absent without notification of leave of absence for three (3) consecutive meetings of the board.

(c) S(he) shall have general and active management of the business of the Alliance and shall see that all orders and resolutions of the board are carried into effect, and shall notify the board if such resolutions are not kept. In the event of such a failure of the intended effect of a resolution, the board must resolve the issue by majority vote at any regular or special meeting of the board.

(d) S(he) shall be an official member of all standing committees and has the following specific duties of management and supervision of such committees:

- (i) to recommend to the board the formation of committees which the president feels should be formed.

- (ii) to consult with the chairperson of the committee to see if the committee needs assistance of the membership and/or the board.

- (iii) to determine whether the committee is carrying out the responsibility which has been vested in it and informing the board if it has not. A special meeting of the board may be convened if, in the opinion of the president, a committee has been neglectful, delinquent in its duties, or if the duties have otherwise been negligently performed. The purpose of such special meetings shall be to resolve any dispute and/or difficulties created by the neglectful, delinquent, or negligent behavior of the committee member(s) and shall convene in the manner set forth herein for special meetings of the board.

Section 4. Vice President

The vice president shall perform the duties and exercise the powers of the president during the absence or disability of the president.

Section 5. Secretary

(a) The secretary shall attend all meetings of the members and of the board of directors and see that all his/her duties are properly delegated if such attendance is not possible.

(b) S(he) shall preserve in the books of the Alliance the true proceedings of all such meetings.

(c) S(he) shall keep in his/her custody the seal of the Alliance and shall have authority to affix the same to all instruments where its use is required.

(d) The secretary may affix or cause another officer to affix his/her signature by way of a true copy of such signature. This responsibility shall only be delegated to another officer of the Alliance.

(e) S(he) shall perform such other duties as may be delegated to him/her by the board of directors or by the executive committee.

Section 6. Treasurer

- (a) The treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the Alliance full and accurate accounts of all receipts and disbursements.
- (b) S(he) shall deposit all monies, securities, and other valuable effects in the name of the Alliance in such depositories as may be designated for that purpose by the board of directors.
- (c) S(he) shall disburse the funds of the Alliance as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meetings of the board, and whenever requested by them, a written account of all his/her transactions as treasurer and shall submit a quarterly and annual report on the financial condition of the Alliance.
- (d) All disbursements shall be co-signed by the treasurer and the president and/or vice president.
- (e) If required by the board, s(he) shall deliver to the president of the Alliance, and shall keep in force, a bond in form, amount, and with a surety or sureties satisfactory to the board, conditioned for faithful performance of the duties of his/her office, and for restoration to the Alliance in case of his/her death, resignation, retirement, or removal from office, of all books, paper, vouchers, money, and property of whatever kind in his/her possession or under his/her control belonging to the Alliance.

Article VII. Membership Rights and Duties

Section 1. General Rights of Membership

All members entitled to vote on a given issue are hereby granted voting rights consisting of one vote per member in good standing on any issue upon which they are entitled to vote.

Section 2. Membership Dues

- (a) Annual membership dues shall be assessed to every class of membership, except that no additional assessment shall be made to executive members.
- (b) Membership dues shall be due upon acceptance of membership application by the membership committee. Pro-rating membership dues is disallowed.
- (c) Failure to pay dues within 60 days will render membership invalid.

Section 3. Removal of a Member

- (a) Any member may be removed from the membership by a majority vote of the directors for conduct deemed prejudicial to the Alliance, provided, that such member shall have first been served with written notice of the removal.

Article VIII. Meetings

Section 1. Place of Meeting

Any or all meetings of the members, and of the board of directors of the Alliance may be held within or without the State of New York.

Section 2. Annual Meeting of Members

After the year 1995 (the year of organization), an annual meeting of the members shall be held in each year on the second Monday in December, at 7:30pm of the purpose of which shall be the election of officers and a board of directors.

Section 3. Notice of Annual Meeting of Members

At least 10 days prior to the fixed date for the holding of the annual meeting of the members, written notice of the time, place, and purposes of such meeting shall be mailed, as hereinafter provided, to each member entitled to vote at such meeting.

Section 4. Delayed Annual Meeting

If, for any reason, the annual meeting of the members shall not be held on the day hereinbefore designated, such meeting may be called and held as a special meeting, and the same proceedings may be had thereat as at an annual meeting, provided however, that the notice of such meeting shall be the same herein required for the annual meeting, namely, not less than a 10-day notice.

Section 5. Order of Business at Annual Meeting

The order of business at the annual meeting of the members shall be as follows:

- a. Roll call,
- b. Reading of notice and proof of mailing,
- c. Reading of minutes of last preceding meeting,
- d. Report of president,
- e. Report of secretary,
- f. Report of treasurer,
- g. Election of officers and directors,
- h. Transaction of other business metioned in the notice,
- i. Adjournment,

provided that, in the absence of any objection, the presiding officer may vary the order of business at his/her discretion.

Section 6. Special Meetings of Members

Special meetings of the members may be called at any time by the president, or by a majority of the board of directors.

Section 7. Notice of Special Meetings of Members

- (a) At least three days prior to the date fixed for holding of any special meeting of members, written notice of the time, place, and purposes of such meeting shall be communicated.
- (b) No business not mentioned in the notice shall be transacted at such meeting unless waived by unanimous vote.
- (c) If a unanimous vote of the members allows such additional items to be presented for a vote at the meeting and/or if all appropriate waivers thereto are filed, all business conducted in this manner shall be deemed valid.

Section 8. Organizational Meetings and Special Meetings of the Board of Directors

- (a) The business of adopting bylaws, electing officers and initial directors may be conducted by a meeting of the board or without a meeting by the incorporator.
- (b) If the organizational business as stated in Section 8(a) herein has taken place without a meeting, ratification of such business may take place by way of a special meeting of the board called by the incorporator.
- (c) Waiver of notice of special meetings may be expressed or implied by attendance at the meeting without objection.

Section 9. Regular Meetings of the Board

- (a) Regular meetings of the board of directors shall be held not less frequently than once in each month at such time and place as the board of directors shall from time to time determine.
- (b) Notice of regular meetings of the board may be effected by writing by the President or Secretary, or either of their delegates, or by telephone by any board member.
- (c) Waiver of notice of any regular board meeting may be expressed or implied by attendance at the meeting without objection.

Section 10. Special Meetings of the Board

- (a) Special meetings of the board of directors may be called by the president or one-third (1/3) of the board members at any time by means of such written notice by mail or telephone of the time, place, and purpose thereof to each director as the president in his discretion shall deem sufficient.
- (b) Action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived as hereinafter provided.
- (c) Waiver of notice of any special board meeting may be expressed or implied by attendance at the meeting without objection.

Section 11. Notices and Mailings

- (a) All written notices shall state the authority pursuant to which they are issued (as, “by order of the president,” or “by order of the board of directors,” as the case may be) and shall bear the written, stamped, typewritten, or printed signature of the secretary or assistant secretary.
- (b) Every notice shall be deemed duly served when the same has been deposited in the United States mail, with postage fully prepaid, plainly addressed to the sendee at his, her, or its last address appearing upon the membership record of the Alliance.
- (c) Except where the bylaws or certificate of incorporation of the Alliance state otherwise, notices of all meetings may be effected by phone or facsimile.
- (d) Except where otherwise stated herein, notice of time, place, and purpose of any meeting of the members or of the board of directors may be waived by telegram, radiogram, cablegram, or other writing, either before or after such meeting has been held.

Article IX. Legal Representation

- (a) Any attorney serving on the board or admitted to membership to the Alliance shall not by virtue of this service or membership alone be deemed to represent the Alliance on any matter coming before it.
- (b) The Alliance shall not list the attorney as the Alliance’s legal counsel on any official corporate document unless the attorney agrees to be so listed.
- (c) The provisions hereto shall not prevent any member/director attorney from recommending that legal representation be sought on a given issue, however, failure by the attorney to so recommend legal representation shall not be deemed a breach of duty on the part of said member/director unless retained as legal counsel on such specific issue.
- (d) Hiring of legal counselor by the organization shall only be accomplished by a written agreement with counsel to be approved by a majority vote of the board.

Article X. Quorum

Section 1. Quorum of Members

Presence in person or by proxy of member representing a majority of the voting rights of the Alliance shall constitute a quorum at any meeting of the members.

Section 2. Quorum of Directors

A majority of the directors shall constitute a quorum.

Article XI. Voting, Elections, and Proxies

Section 1. Who is Entitled to Vote

Except as the articles or an amendment or amendments, thereto otherwise provide, each member of the Alliance shall, at every meeting of the members, be entitled to one vote in person or by proxy upon each subject properly submitted to vote, for if the Alliance be on a stock share basis the following may be substituted to be included later.

Section 2. Proxies

No proxy shall be deemed operative unless on the specific agenda item and until signed by the member and filed with the Alliance.

Section 3. Inspectors

(a) Whenever any person entitled to vote at a meeting of the members shall request the appointment of inspectors, a majority of the members shall request the appointment of inspectors, a majority of the members present at such meeting and entitled to vote thereat shall appoint not more than three inspectors, who need not be members.

(b) If the right of any person to vote at such meeting shall be challenged, the inspectors shall determine such right.

(c) The inspectors shall receive and count the votes either upon an election or for the decision of any question and shall determine the result. Their certificate of any vote shall be *prima facie* evidence thereof.

Article XII. Execution of Instruments

Section 1. Checks and Drafts

All checks, drafts and orders for payment of money shall be signed in the name of the alliance and shall be countersigned by such officer or agents as the board of directors shall from time to time designate for that purpose.

Section 2. Contracts and Conveyances

(a) When the execution of any contract, conveyance, or other instrument has been authorized without specification of the executing officers, the president or any vice president, and the secretary or assistance secretary, may execute the same in the name and on behalf of the Alliance and may affix the corporate seal thereto.

(b) The board of directors shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of the Alliance.

(c) Any contract signed on behalf of the Alliance by any authorized person must be submitted to the board for approval by sending a copy thereof to the secretary within 2 days of execution. The secretary shall then deliver a copy of the contract to each member of the board and keep a copy as part of the official records of the Alliance.

(d) Ratification of any contract requires a simple majority vote of the board unless a greater majority is specified herein.

Section 3. Liability of Contracts

(a) Any contract not properly ratified by the board is voidable by the board or by third parties.

(b) Any director or member of any class who does not wish to be bound by a contract or otherwise objects may voice such an objection in the following manner; An objecting director or member may:

(i) at a regular or special meeting, whether or not the issue has been proposed for a vote, voice his/her objection in public or privately to the secretary or other person delegated to keep minutes. The secretary or delegate shall then note such objection in the minutes, or

(ii) submit such objection in writing to the secretary who shall then add the written objection to the official records of the organization.

(c) Any objection properly voiced in the manner described herein shall release the member/director from any individual liability resulting from such contract.

Article XIII. Amendment of Bylaws

Section 1. Amendments, How Effectuated

(a) These bylaws may be amended, altered, changed, added to, or repealed by the affirmative vote of a majority of the members entitled to vote at the regular meetings of members if notice of the proposed amendment, alteration, change, addition, or repeal be contained in the notice of the meeting.

(b) In the absence of such notice, the amendment shall be ratified if all members claiming to have received insufficient notice submit a subsequent vote or abstention and the vote count becomes sufficient to ratify.

(c) No change of the date for the annual meeting of members shall be made within thirty days next before the day on which such meeting is to be held, unless consented to in writing, or by a resolution adopted at a meeting, by (a majority of) members entitled to vote at the annual meeting.