

**Madison Art Society  
Constitution and Bylaws  
Revised January 21, 2008  
2 Amendments – February, 2012**

**Article 1 – Title, Description, Purpose and Governance:**

The Madison Art Society, Incorporated, herein referred to as the "Society", is a Connecticut non-stock, non-profit, corporation, tax exempt under Section 501(c)(3) of the Internal Revenue code. The principal location shall be in the Town of Madison, Connecticut.

**Article 2 - Purpose:**

To advance the cause of fine art through the holding of Art Exhibitions and conducting educational programs for the benefit of the local community and general public; and in so doing, to receive and apply funds exclusively for charitable, religious, scientific, literary or educational purposes under Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the society shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 of the society.

**Article 3 - Officers:**

The officers of the Madison Art Society shall be the President, Vice President, Secretary and Treasurer. Within 30 days from the election of the slate of the Board of Directors by the membership, the Board of Directors shall select the new officers using a majority vote by the board. Officers shall serve for twenty-four months and they hold non-paying positions. The term of office can be extended for more than one term by a majority vote of the board and the applicant's willingness to serve another term.

**Article 4 - Duties and Responsibilities:**

**(same)**

**Article 5 - Board and Committees:**

Board membership shall consist of four officers plus up to sixteen members of good standing from the general membership.

The Board shall conduct the business of the Society in accordance with its constitution and by-laws.

The Board shall report to the membership through the publication of minutes of all meetings of the Board. Minutes will be made available upon request.

**Responsibilities of the Board are as follows:**

The Board shall appoint the following committees, membership of which shall include at least one Associate Artist Member.

The committees of the Society shall be determined by the Board, from time to time, as may be required, to insure the proper and efficient management of the Society. Such committees shall include, but are not limited to, Audit, Exhibition, Program, Nominating, Marketing, Membership and Publicity, the purposes of which are to insure that all functions of the Society are fully explored, discussed and implemented.

Committee membership shall continue for the year in which they are appointed, or until the purpose for the appointment has been successfully concluded. Each committee listed below will be chaired by a member appointed by the Board of Directors. The selection of that chairperson will be done by the Board of Directors within at least 60 days from the Annual Meeting unless noted differently. The committee chairperson will then be responsible to select a Co-chair and the support they deem necessary from the general membership to assist them with the completion of their committee's responsibilities.

Duties of the committees referenced above are:

**Audit Committee** shall be appointed by the Board at the first meeting following the Annual Meeting and shall perform an audit of the financial records of the Society following established standards by the regulatory agencies of the state and federal government. The Audit Committee shall report to the Board the results of their findings at an appropriate meeting of the Board following the examination. The Audit Committee will work directly with the Treasurer. Consultation with outside financial professionals will be performed as deemed appropriate.

**Exhibition Committee** shall be responsible for overseeing the exhibitions within the year as established by the Board of the Madison Art Society. The committee shall oversee the appointment of (a) chairperson(s) for each exhibition and insure that there are adequate members to implement the plans for the exhibition as established by the committee. The chairperson(s) of the individual exhibitions shall be responsible for all details which include, but are not limited to, location of the exhibition, schedule of the exhibition, the time line for preparation, presentation, and dismantling. This would include interacting and coordinating with the Publicity, Program and Marketing Committees.

**The Nominating Committee** shall consist of three Board members who shall submit to the Secretary of the Society a slate of nominees for the position on the Board of Directors (at the Board meeting preceding the Annual Meeting). The list of nominees shall be mailed to each eligible voting member at least three weeks prior to the date of the Annual Meeting. The slate of the Board of Directors shall be elected at the Annual Meeting by a simple majority vote of at least 15% of the membership being present to vote based upon the Nominating Committee's recommendation and considering any nominee from the floor during the annual meeting. The election will be conducted in accordance to parliamentary procedures. Each nominee shall have been determined (in advance of the publication of the list of nominees) by the Nominating Committee to determine if they are willing to serve if elected.

**Program Committee** shall establish programs to be offered to the membership and community at large for consideration and approval by the Board of the Madison Art Society for implementation during the year. The programs shall serve the purposes of the Society as

enumerated in Article 2. A BOD chairperson will be selected by the Board of Directors at their first meeting following the Annual Meeting.

**Membership Committee-** shall be appointed by the Board of Directors and the Chairperson will focus on tracking the ongoing status and data management of its membership categories plus notification of members that have attained an Artist Member classification. They will focus on the retention and recruitment of new members to meet the goals of the Society.

**Publicity Committee** - shall consist of at least one member totally conversant in the field of publicity, with experience in preparation, submission and publication of news releases and articles to the local media outlets. The Publicity Committee shall be responsible for the continuing dissemination of information concerning the Society and its events, exhibitions, and programs to the community at large to present a positive image of the Society and its purpose. The chairperson shall be appointed by the Board at the first meeting following the annual meeting and election of the directors.

**Marketing Committee** – shall present a program to the Board for their approval a program that promotes the artwork by members of the Madison Art Society’s in terms of brochures, programs, and events and encourages and seeks opportunities to participate with other art and community entities that further the purpose of the Society. A Chairperson will be selected by the Board of Directors at their first meeting following the Annual Meeting.

## **Article 6 - Membership**

Membership in the Society shall consist of **four categories** as follows: **Artist Members, Associate Artist Members, Honorary or Lifetime Members, and Friends of the Madison Art Society.** All dues- paying members in good standing and Lifetime Members are eligible to vote. Members must be 18 or older and/or a high school graduate. There is a 250 membership cap on the number of Artist and Associate Art membership per annual year. Members are entitled to participate in any and all exhibitions, events, workshops, and other programs of the Society as offered, from time to time by the responsible committee or chairperson. Members are expected to volunteer and support the success of the Madison Art Society. Membership entitles members to exhibit their art work at reduced entry fees as developed by the Board of Directors.

**Elected Artist Membership** shall result in having been accepted in two Madison Art Society juried exhibitions within five consecutive years. An Artist Member shall be entitled to vote on all issues before the membership at both the regularly scheduled meetings of the membership as well as any special meeting as may be called by the Board of the Society. They may serve on the Board of Directors.

After a reasonable period of time, Artist Members who are delinquent members and have not paid their dues when notified will be removed from the active membership (after 30 days following a written notification of delinquency). Artist Members who are delinquent will lose their standing and may reapply upon meeting the requirement of being accepted into two juried shows.

**Associate Artist Members** shall enjoy all the privileges of the Society including eligibility to serve on the Board of Directors. Associate Artist Members may submit art work for consideration in the Society's juried exhibitions in accordance with the published prospectus. An Associate Artist Member elected to the Board, may vote in any and all Board Meetings while serving as a Board member and they are entitled to vote on all issues before the membership at

regularly scheduled meetings as well as special meetings as may be called by the Board of the Society.

**Lifetime and Honorary Memberships**

**Life Member of the Madison Art Society** - who shall be elected from the Artist Membership on the basis of their accomplishments and contributions to the Society over a protracted period of time (at least ten years) by a majority vote of the members of the Board of Directors. A Life Member shall have all the privileges of an Artist Member. Dues for a Life Member shall be waived.

**Honorary Member of the Madison Art Society** - who shall be elected by a majority of Board of Directors for the purpose of recognizing an exceptional service or generosity to the Madison Art Society. An Honorary Member shall receive notice of any and all programs, exhibitions and events of the Society in order to be kept abreast of the functioning of the Society.

**Friends of the Madison Art Society** - are individuals who support the purpose of the Madison Art Society; who offer advice and assistance to promote the Society within the community at large; who, through donation of time and resources, enhance the opportunity of the Society to promote the exhibition of fine art and art education to the community at large. They will receive notice of any and all programs, exhibitions and events of the Society in order to be kept abreast of the functioning of the Society. Within the category of Friends of the Madison Art Society, there are various levels of recognition. They are as follows:

**Business/Corporate** - shall be non-individual entities, which have made a prescribed annual contribution to the Society to further the programs of the Society. Such members may designate one individual employee to represent them as a Friend of the Society without the payment of dues.

**Donors** - shall be recognized by the Board of Directors based upon certain monetary or in-kind gifts, donated to further the goals and purposes of the Society, according to the amount given in a calendar year:

<b>BENEFACTOR:</b>	<b>at least \$5000.00</b>
<b>PATRON:</b>	<b>at least \$2500.00</b>
<b>SUSTAINING:</b>	<b>at least \$1000.00</b>
<b>SUPPORTING:</b>	<b>at least \$ 500.00</b>
<b>CONTRIBUTING:</b>	<b>at least \$ 250.00</b>
<b>FRIEND:</b>	<b>Annual Membership Fee</b>

Any donor who is also an Artist or Associate Member shall receive all privileges of full membership without the payment of dues.

**Article 7- Meetings**

An annual meeting shall be held in September of each year or on a date designated at least two months in advance by the Board of Directors. The date should be chosen by the Board in sufficient time to permit the Secretary to issue a call for the annual meeting, provide the agenda, and mail to each voting member three weeks prior to the designated date. The purpose of the Annual Meeting shall be to elect Board of Directors for the coming year and to accomplish such other business as may be required by the Board for the edification of the full membership. A quorum for the Annual Meeting shall consist of 15% of the Artist and Associate Artist Membership present.

**Article 8 - Dues and Fees**

Annual dues shall be paid by members of the Society in the amount to be determined annually by the Board of Directors of the Society for the coming year. Annual membership dues are payable during the month of January. The membership year is January 1<sup>st</sup> through December 31<sup>st</sup>. Annual dues are required prior to the acceptance of any art work for any exhibition of the Society.

All members' dues must be current to be eligible for entry into any MAS exhibitions and to serve on the board. Payment of the annual dues allows members a reduced entry fee into the annual juried show. The Board of Directors will establish the program and exhibition fees on an annual basis.

#### **Article - 9 – Dissolution**

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (C) (3) of the Internal Revenue code or the corresponding section of any future federal tax code, or shall be distributed to organizations that support the advancement of the fine arts. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members or officers or other private persons unless to compensate for services rendered.

#### **Article - 10 Amendments**

The MAS Constitution may be amended by formal, written ballot by the voting membership provided the proposed amendment has been recommended by the Board of Directors of the Madison Art Society, announced in a written notice of the meeting submitted to the Artist Membership at least three weeks prior to the scheduled meeting, and announced at the meeting at which the vote is to be taken. Written ballots shall be sent to each voting member with the notice of the meeting. A quorum of 15% of the membership is needed to approve the changes. A majority of that quorum is required to carry the motion.

#### **Amendment- February, 2012**

Two amendments were approved by the membership:

- Membership age is a minimum of over eighteen years old and or graduated from high school.

- Membership is capped at 250 Artist/Associate Artist members per year not including Lifetime, Honorary or Friends of the Madison Art Society members