



## **DELAWARE VALLEY ART LEAGUE CONSTITUTION AND BYLAWS**

**Rev. October 19, 2022**

### **ARTICLE I: NAME**

The name of this organization shall be “The Delaware Valley Art League” (DVAL), changed by majority vote of the general membership on March 14, 2008; formerly known as “The Art League”, changed by majority vote of the general membership on May 10, 2002; formerly known as “The Art League of Delaware County”, changed by majority vote of the general membership on November 2, 1979; formerly known as “The Arts and Craft League of Delaware County”.

### **ARTICLE II: HISTORY AND PURPOSE**

The Delaware Valley Art League was formed by Catherine R. Brogan (Mrs. Edward Tatnall), under the name of The Arts and Craft League of Delaware County, on November 10, 1947. The purpose of this organization is to promote interest, skill and creativity in the fine arts; to encourage fellowship; to exchange views, develop new ideas and techniques; to offer educational opportunities through lectures, workshops and demonstrations; and to sponsor art exhibitions/sales for the participation of the membership.

### **ARTICLE III: MEMBERSHIP**

**Section 1:** This is an adult organization limited to members 18 years of age and older.

**Section 2:** Membership applications are available at all general meetings and on the official DVAL Website.

**Section 3:** Membership is divided into two categories: Associate (A) and Full (F). All members are eligible to attend meetings, workshops, hold office, serve on committees and vote. All new members are initially designated Associate Members. They are required to pay a onetime only joiner fee. To become a Full Member all Associate Members must submit work to the Internal Review Committee and upon acceptance by this Committee will become Full Members. Full Members are eligible to submit work to all DVAL sponsored shows, juried and non-juried. Full Members are also invited to link their professional web page on the official DVAL Website.

**Section 4:** All Members, regardless of status, are required to pay membership fees by January 1<sup>st</sup> of each year to remain active members for the upcoming year. A penalty will be incurred when dues are not paid on time.

**Section 5:** To be reinstated after an absence of five years, a former member must reapply as a new (Associate) Member, regardless of former status.

#### **ARTICLE IV: BOARD OF DIRECTORS**

**Section 1:** The Officers of the Board of Directors shall include: President (or Co-presidents where applicable); Vice President; Recording Secretary; Treasurer; Administrative Secretary.

Additional Directors on the Board of Directors shall include Membership; Programs; Workshops; Exhibitions; Marketing/Advertising; Site Selection; Sponsor Procurement; Juror Procurement; Technology; Webmaster; Internal Review; Membership Activities.

These Officers/Directors shall perform their duties prescribed by the Constitution/Bylaws, DVAL Official Policies and Procedures, Official DVAL Job Descriptions and by the Parliamentary Authority adopted by the organization.

Upon the affirmative vote of a majority of all Board Members, any Officer or Director shall be removed, with good cause, and a successor shall be elected at any meeting of the Board for such purpose.

Such other positions shall be formed or dissolved as the Board of Directors shall deem necessary to carry on the work of The Delaware Valley Art League.

**Section 2:** Officers/Directors shall serve for one to two terms (of two years each).

**Section 3:** The President shall preside at Membership and Board Meetings and shall plan and hold an Annual Planning Board Meeting before the beginning of each new season. The President shall have the power to appoint ad hoc committees. The President shall follow the Parliamentary Procedure "Robert's Rules of Order" at all meetings.

**Section 4:** The Vice President shall assist the President and shall also act in the absence or disability of the President.

**Section 5:** The Recording Secretary shall take the minutes of the Board Meetings, distribute copies to all Board Members and keep a file of the same.

**Section 6:** The Treasurer shall have the responsibility for the safekeeping of the Organization funds and assets, be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, and for the preparation of all required financial data, including PA State and IRS reporting requirements, and is responsible for the deposit of all monies in the name of the Organization. The Treasurer will submit a detailed monthly report at each of the Board Meetings.

**Section 7:** The Administrative Secretary shall send out all communications of the Delaware Valley Art League, which are relevant to the operation of the Organization and may have administrative charge of other activities based on need within the Organization.

**Section 8:** DVAL Officers/Directors shall be limited to holding one position per term.

**Section 9:** The Officers/Directors shall be responsible for the duties outlined in their official job descriptions.

**Section 10:** No Officer/Director shall receive any compensation from the Organization for acting as such but may be reimbursed for any out-of-pocket expenses incurred in performing such Officer/Director duties.

## **ARTICLE V: MEETINGS AND QUORUMS**

**Section 1:** There shall be six General Membership Meetings a year in the months of October, November, January, February, March, April. The Board Meetings shall be held in the months of September, October, November, January February, March and April, with an additional Planning Board Meeting as scheduled by the President prior to the new season.

**Section 2:** A quorum shall be necessary for any vote taken at a Board Meeting or a General Membership Meeting. A quorum shall be three-fourths of the Board Members at a Board Meeting and one-fourth of the General Membership at a General Membership Meeting.

**Section 3:** When voting is necessary on occasions independent of regularly scheduled meetings, either General Membership or Board, the issue at hand will be proposed via special meeting or email to the membership or the Board of Directors. Votes will be submitted electronically. A quorum of respondents is necessary for an issue to be considered and a majority of yea votes shall be necessary for approval. The Recording Secretary will document all special meetings in the official minutes.

## **ARTICLE VI: NOMINATIONS AND ELECTIONS**

**Section 1:** A candidate for the Presidency shall have served on the Board of Directors. Officers shall be limited to holding one position per term. Officers/Directors shall have been a member in good standing of the Delaware Valley Art League for at least one year. If the necessity arises, the Board can make an exception in order to fill an office with an otherwise qualified candidate.

**Section 2:** After one term (two years) all Officers/Directors shall inform the Board, in writing, of their plans to either remain or step down from their current Board Positions. If they choose not to continue in their position it will be announced as open. When Officers/Directors have served their two terms (four years) the positions will be announced as open. Nominations will be then be accepted by the Board, from the General Membership, prior to the March General Membership Meeting. This can be done by personal contact, announcements at meetings, on the website, or by email. A slate will then be prepared by the Nominating Committee.

**Section 4:** The slate will be announced prior to the March General Membership Meeting and if there are no additional nominations, a vote will be called for with the results announced at the March Membership Meeting. If there are additional nominations, the slate will be re-sent to the General Membership for a vote.

**Section 5:** If no one steps forward to fill an open position the position may remain filled by the person currently holding the position, if they so choose, for another 2-year term. At the end of that term the position will once more be considered open, and nominations will once more be accepted.

**Section 6:** In the case of a resignation of an Officer/Director in mid-term, the Board of Directors shall appoint a replacement.

**Section 7:** The Installation of Officers/Directors shall take place at the Annual Luncheon held in May which marks the beginning of the new term.

## **ARTICLE VII: OFFICIAL POLICIES AND PROCEDURES**

All Delaware Valley Art League Official Policies and Procedures regarding Exhibitions, Nominations and Elections, and all other Organizational matters, as posted on the Official Website, must be followed. Changes to these Policies and Procedures require Board Approval.

## **ARTICLE VIII: FINANCES**

**Section 1:** Dues and fees shall be set by the Board of Directors.

**Section 2:** The calendar year ending December 31<sup>st</sup> of each year shall be used for accounting purposes.

**Section 3:** According to the Internal Revenue Department, The Delaware Valley Art League is exempt from Federal Income Tax as of September 22, 1972.

**Section 4:** Each Director shall submit an annual budget prior to the Planning Board Meeting listing an estimate of funds necessary to operate each committee/activity they are responsible for. The Treasurer uses this information to prepare the Organizations' Annual Budget.

**Section 5:** The Budget for the Organization shall contain an estimate of the total amount considered necessary to pay the cost of managing the Organization and other related operating services. The Annual Budget shall also include such reasonable amounts as the Board Members consider necessary to provide working capital, a general operating reserve for contingencies and replacements.

**Section 6:** Once approved by the Board of Directors, this budget shall constitute the basis for determining each committee's assessments by the Organization and should automatically take effect at the beginning of the calendar year for which it is adopted.

## **ARTICLE IX: PARLIAMENTARY AUTHORITY**

The rules contained in “Robert’s Rules of Order” shall govern this organization in all cases in which they are not inconsistent with the Constitution and Bylaws of the Delaware Valley Art League.

## **ARTICLE X: AMENDMENTS**

**Section 1:** Changes to the Constitution and Bylaws require General Membership action. Amendments/Revisions can be submitted to the membership electronically or by mail or appear on the official website. They may also be read at a General Membership Meeting prior to a vote at that meeting, if requested by members present.

**Section 2:** One-quarter of the membership must be present.

**Section 3:** A majority vote must be obtained to approve any revision.

**Section 4:** Minor changes, such as changes in fees or Official Policies and Procedures, require Board action only.

**Section 5:** A majority vote of the Board Members must be obtained to approve any revision.

## **ARTICLE XI: LIMITATION OF LIABILITY**

**Section 1:** No Member shall be entitled to receive any compensation for their service as an Officer, Director or any member serving as a volunteer in the Organization (each, a “Responsible Person”).

**Section 2:** No Responsible Person shall be liable to the Organization for any claim for damages or loss resulting from an act or omission taken by such person in the furtherance of the business of the Organization in good faith and without gross negligence or willful misconduct.

## **ARTICLE XII: INDEMNIFICATION**

**Section 1:** The Organization shall indemnify and hold harmless all Responsible Persons from personal financial loss and expense arising out of any claim, demand, suits or judgement asserted against a Responsible Person as a result of an act or omission taken by such person in the furtherance of the business of the Organization in good faith and without gross negligence or willful misconduct.

**Section 2:** Such right of indemnification shall not be deemed exclusive of any other right to which the said person may be entitled as a matter of law.

## **ARTICLE XIII: DISSOLUTION**

**Section 1:** In the event it becomes necessary for the Organization to dissolve, the Board of Directors shall adopt a resolution recommending dissolution and send official notice to all Members that such action will be discussed at a General Membership Meeting giving the time, venue and date of the meeting.

**Section 2:** The Board of Directors shall oversee the liquidation and distribution of the Organization's assets as follows:

- First, to pay all liabilities and obligations of the Organization.
- Any Organization assets remaining after such payments shall be distributed to other associations with similar objectives as determined by the Board of Directors.

**Section 3:** No tangible assets of the Organization shall be distributed to any Member of the Organization.