

## **Bylaws of the SouthWest Artists, Inc.**

### **Section 1 Name**

The name of this organization shall be SouthWest Artists, Inc. also known as Mena Art Gallery.

### **Section 2 Purpose**

The object and purpose of this organization shall be as specified in the Article III of the Articles of Incorporation. Excerpt from the Articles of Incorporation:

The purpose of the SouthWest Artists, Inc. is the improvement of the cultural, educational and civic quality of life in the region through the fostering of the arts and arts activities. The object of the corporation is to promote the arts and arts activities by sponsoring public exhibitions of the works of artists, to instruct the general public on artistic subjects useful to the individual and beneficial to the community, and to encourage cooperation and understanding between artists and members of the general public in the region.

### **Section 3 Membership**

A. Eligibility.

Membership is open to any person in sympathy with the object and purpose of the organization and who fulfills the dues requirements of the organization.

B. Classes of Membership.

The classes of membership are student, individual, and family. Dues for each classification are established at the November Board meeting for the following calendar year.

C. Voting.

All members in good standing are eligible to vote. Approval of proposed actions shall be determined by a majority vote. Majority is defined as a simple majority of members present.

D. Regular Meetings.

Regular business meetings of the Membership shall be held quarterly on the third Monday of January, April, July, and October at a time and place to be designated by the presiding officer. Collaborative training workshops for all members shall be held on the third Monday of every non-business meeting month at a time and place to be designated by the presiding officer.

E. Special Meetings.

Notification of special meetings shall be delivered electronically or via USPS under the direction of the Chair of the Board no less than 10 days before the date of the meeting.

## Section 4 Board of Directors

### A. Board Membership.

The entire business and affairs of the Corporation shall be vested in and managed by a Board of Directors elected of no less than nine (9) and no more than fifteen (15) members in good standing. Two (2) of those Directors, the Vice Chair and Member-At-Large, shall be Ex Officio Directors, with full voting rights, nominated and elected from the membership of SouthWest Artists, Inc. annually.

### B. Election of the Board of Directors.

Potential directors shall be presented from the nominating committee to the membership at the October meeting and elected at the November meeting by a majority vote of the membership, both of those present and absentee ballot. Absentee ballots must be received in writing three (3) days prior to the November Board meeting. Nominations may also be made from the floor at the November Board meeting.

### C. Terms.

Directors are elected for three (3) year terms with the exception of the Vice Chair and the Member At Large. Directors may be re-elected providing the established guidelines for participation have been met as set forth in these bylaws.

### D. Board Participation.

Directors, at a minimum, are expected to:

- i. Attend monthly Board meetings,
- ii. Participate in the activities of the Art Gallery,
- iii. Actively recruit and solicit Gallery support, and
- iv. Serve on a minimum of one committee, as assigned.

### E. Board Conduct.

Board members are expected to respect diverse opinions and to support all Board decisions.

### F. Vacancy.

If the office of any Director or other officer of the Corporation becomes vacant, the Board, by majority vote, may temporarily appoint any qualified person to fill such vacancy until a special election can be held. Recommendations to permanently fill the vacancy shall come from the Nominating Committee, and follow similar format as regular elections. Special elections for filling unexpired terms shall be held at the business meeting of the membership after the next full quarterly business cycle.

G. Removal from Office.

Any member of the Board of Directors who fails to comply with the Board Participation guidelines listed above, may be removed by a majority vote of the Board of Directors. The membership, by a majority vote, may with due cause recommend the removal of a Director to the Executive Committee of the Board.

**Section 5**  
**Officers**

A. Officers of the Board

The officers of the Board of Directors shall be a Chair and Vice Chair.

i. Chair

The Chair shall be elected by the Board of Directors from among its members for a two (2) year term. Duties of this office shall be to:

1. Preside at Board meetings,
2. Coordinate the agenda for Board meetings,
3. Serve as a signatory for expenditures,
4. Serve as the Registered Agent for the Corporation,
5. Serve as Chair of the Executive Committee,
6. Oversee the Organization's activities approved by the Board of Directors or members, and
7. Serve as the immediate supervisor for paid managerial staff.

ii. Vice Chair

The Vice Chair shall be elected annually by the membership. Duties of this office shall be to:

1. Serve as Chair of the Board in the absence of the elected Chair,
2. Preside at Membership meetings,
3. Coordinate committee membership,
4. Serve as an ex officio member of all committees, and
5. Serve as a signatory for expenditures

B. Officers of the Corporation

The officers of the Corporation shall be a Secretary and Treasurer

i. Secretary

The Secretary shall be elected by the membership from among its members for a two (2) year term. Duties of this office shall be to:

1. Issue notice and agenda for all Board and membership meetings,
2. Keep records of all Board and membership meetings in the prescribed format established in the SWA Policy Manual,

3. Permanently file all Board approved minutes, in original document format, in the office of the organization, and
4. Serve as a signatory for expenditures.
5. Serve as ex officio member of the executive committee with full voting rights.

ii. Treasurer

The Treasurer shall be elected by the membership from among its members for a two (2) year term. The Treasurer shall be bonded, by the Corporation, in such amount as may be determined by the Board of Directors. All checks on the general checking account and all other checks, drafts, notes and securities shall require prior approval and two (2) signatures. Signatories for expenditures may be the Chair, Vice Chair, Secretary, and Board appointed delegate. Duties of this office shall be:

1. Responsible for keeping correct and complete records of account which reflect accurately at all times the financial condition of the Corporation,
2. Serve as the legal custodian of all moneys, notes, securities, and other valuables that may from time to time come into the possession of the Corporation,
3. Deposit all funds of the Corporation coming into his/her possession in the designated bank or other depository as approved by the Board of Directors within five (5) business days of receipt of funds, and shall keep this bank account in the name of the Corporation,
4. Present and explain all financial reports at Board meetings,
5. Furnish special reports and a statement of the financial condition of the Corporation when requested,
6. Perform such other duties as the Board of Directors may prescribe, and
7. Serve as the liaison between the Corporation and the Board approved certified public accountant.
8. Serve as ex officio member of the executive committee with full voting rights.

## **Section 6 Committees**

A. Membership of Committees.

Standing Committees identified by the Board, shall have committee chair and members appointed by the Board Vice Chair, subject to confirmation by the Board of Directors, to perform any and all functions deemed necessary and appropriate to the attainment of the purposes of the Corporation. All standing committees shall consist of at least one director and two members from the general membership. The Chair may appoint ad-hoc committees to fulfill the needs not addressed by standing committees.

B. Committee Reports

All committees shall provide a report of meetings and actions taken. Committee Reports shall be submitted to the Chair, Vice Chair, and Paid Managerial Position. Committee Reports shall be presented at Board meetings.

C. Nominating Committee.

There shall be a standing committee known as the "Nominating Committee." A Nominating Committee shall be appointed by the Vice Chair annually in August. There shall be five (5) members on the Nominating Committee. In addition to the Paid Managerial Position, there shall be two Directors and two members serving on this committee. The Chair of this committee shall be the Paid Managerial Position with voting rights. The Nominating Committee shall collaborate with the Executive Committee to determine the specific needs of the Board. Specific duties of this committee shall be to:

- i. Prepare a list of nominees for the Board of Directors and elected Officer positions, and
- ii. Report its selection for nominees for Directors and Officers at the November Board meeting.

D. Exhibition Committee

There shall be a standing committee known as the "Exhibition Committee." There shall be a minimum of three (3) members on the Exhibition Committee. The Paid Managerial Position serves ex officio on this committee. Specific duties of this Committee shall be to:

- i. Establish the annual exhibition 12-month rolling schedule and receive approval quarterly from the membership,
- ii. Arrange for the implementation of the annual exhibition schedule and recruit a coordinator for each show,
- iii. Coordination of exhibition displays and receptions for juried and non-juried shows, and
- iv. Evaluate each show's contributory success to the mission of the SWA, Inc.

E. Fundraising & Special Events Committee

There shall be a standing committee known as the "Fundraising & Special Events Committee." There shall be a minimum of three (3) members on this committee. Specific duties of this Committee shall be to:

- i. Implement guidelines for conducting fundraising and special events that pertain to advertising, funding, revenue, and accounting, and
- ii. Ensure the individual fundraising coordinator is aware of and adheres to these guidelines as set forth in policy.

F. Executive Committee

There shall be a standing committee known as the "Executive Committee." Members of this committee shall be the Chair, the Vice Chair, Secretary, and Treasurer. The Chair shall serve as Chair of the Executive Committee. Specific functions of this committee shall be to:

- i. Act on behalf of the Board in securing professional services,
- ii. Provide general oversight of all committees,
- iii. Assist in the preparation of the Board meeting agenda as needed,
- iv. Plan the annual Board retreat,
- v. Oversee all insurance policies,
- vi. Provide general terms of employment for approval by the Board,
- vii. Review governing documents and long-term strategy for action by the Board,

- viii. Familiarize newly elected Directors about their responsibilities related to policy and procedures, and
- ix. Execute reports pertaining to 501c3 management.

G. Building & Maintenance Committee

There shall be a standing committee known as the “Building & Maintenance Committee.” There shall be a minimum of three (3) members on this committee. The purpose of this committee is to ensure that the gallery building, parking areas, and grounds are maintained properly. The Building & Maintenance Committee shall research expenses related to catastrophic events and unexpected repairs as needed.

H. Finance Committee

There shall be a standing committee known as the “Finance Committee.” There shall be a minimum of five (5) members on this committee. Duties of this committee shall be to:

- i. Present a budget worksheet to be used by standing committees in preparing their budgets for the following year,
- ii. Gather budget information to be approved and prepare a proposed budget for dissemination to the Board and membership,
- iii. Supervise the Treasurer,
- iv. Maintain oversight of funds deposited in checking or savings accounts and investments,
- v. Ensure that the handling, counting, and depositing of gallery collections is done using generally accepted accounting principles, and
- vi. Set forth policy regarding accounting procedures for fundraising events.

I. Promotion & Marketing Committee

There shall be a standing committee known as the “Promotion & Marketing Committee.” There shall be a minimum of three (3) members on this committee. The purpose of this committee is to provide a consistent marketing and advertising plan throughout all media outlets. Duties of this committee shall be to:

- i. Define SWA long-term marketing and promotional goals and provide guidance to ensure consistency,
- ii. Determine plans to achieve long-term goals and implement these plans with Board approval, and
- iii. Set forth policy regarding event and fundraising advertising and promotion procedures for fundraising events.

J. Membership Committee

There shall be a standing committee known as the “Membership Committee.” There shall be a minimum of three (3) members on this committee. The purpose of this committee is to maximize the benefits available to the membership from the Gallery. Duties of this committee shall be to:

- i. Determine the needs of the membership and how to best meet them,
- ii. Maximize member participation, recruit new members, and retain current members,
- iii. Familiarize new members with the SWA’s goals and operation, and

- iv. Keep the membership informed of the gallery's plans, associated needs, and suggest ways that members can practice good stewardship through their participation.

K. Art Awareness Committee

There shall be a standing committee known as the "Art Awareness Committee." There shall be a minimum of one (1) member from each standing committee except the Executive Committee. The purpose of this committee is to plan programs for the non business membership meetings. Duties of this committee shall be to:

- i. Develop ideas for programs of interest for the general membership. Solicit from the membership for these ideas.
- ii. After collecting the ideas, etc. then select a program, then designate a program coordinator to provide the program in the future meeting.

**Section 7  
Business Affairs**

A. Maintenance and Inspection of Books and Records.

A complete record of all meetings of the membership, the Board of Directors, and any committee of this Corporation shall be kept in the office of SWA, Inc. A current membership directory with contact information shall be maintained at the Mena Art Gallery. All books and records of the Corporation may be inspected by any member for any purpose at any time.

B. Fiscal Year.

The fiscal year of the Corporation shall coincide with the calendar year.

**Section 8  
Amendments**

These Bylaws may be amended by a majority vote of the membership present at any meeting of the membership called for that purpose. The Bylaws may contain any provisions for the regulation and management of affairs of the Corporation not prohibited by law.

**ARTICLES OF INCORPORATION**  
**OF**  
**SOUTHWEST ARTISTS, INC.**

We, THE UNDERSIGNED, in order to form a non-profit corporation for the purposes herein stated, under and pursuant to the provisions of Act 176 of 1963 of the General Assembly of the State of Arkansas, entitled "an Act to Provide for the Incorporation and Registration of Non-Profit organizations; to regulate Said Organizations; and for Other Purposes" (approved March 7, 1963), DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I  
NAME OF CORPORATION

The name of this corporation shall be Southwest Artists, Inc.

ARTICLE II  
DURATION OF CORPORATION

The period of existence of this corporation shall be perpetual.

ARTICLE III  
PURPOSE OF THE CORPORATION

The purpose of the Southwest Artists, Inc. is the improvement of the cultural, educational and civic quality of life in the region through the fostering of the arts and arts activities. The object of the corporation is to promote the arts and arts activities by sponsoring public exhibitions of the works of artists, to instruct the general public on artistic subjects useful to the individual and beneficial to the community, and to encourage cooperation and understanding between artists and members of the general public in the region.

ARTICLE IV  
POWERS OF THE CORPORATION AND LIMITATIONS IN CORPORATE  
ACTIVITY

A. Powers of the Corporation

This corporation shall have the following powers:

- a. To have perpetual succession by its corporate name;
- b. To sue and be sued, complain and defend, in its corporate name;
- c. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- d. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

- e. To make contracts and incur liabilities; borrow money; issue its notes, bonds and other obligations; and secure any of its obligations by mortgage or pledge or all or any of its property, franchises and income.
  - f. To manage its internal affairs in any manner desired so long as the provisions of the Arkansas Nonprofit Corporation Act, the provisions of the Internal Revenue Code applicable to section 501(c)(3) organizations, or any other law are not violated.
  - g. To do any and all things necessary, convenient, useful or incidental to the attainment of its purposes as fully and to the same extent as natural persons lawfully might or could do so long as consistent with the provisions of the Arkansas Nonprofit Corporation Act, and section 501(c)(3) of the Internal Revenue Code.
  - h. In general, to exercise such other powers which now or hereafter may be conferred by law upon a corporation organized for the purposes hereinbefore set forth, but notwithstanding any other provision of these Articles, the corporation shall have no power to engage in any activity which is prohibited by the Internal Revenue Code of 1954 or by regulations and procedures adopted pursuant to it from being done by organizations which are exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or any successor provision of law.
- B. The activities of this corporation shall be limited as follows:
- a. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the corporation 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 Third hereof.
  - b. No substantial part of the activities of the corporation shall be the carrying on the propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
  - c. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
  - d. The corporation shall make distributions at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1954 [26 U.S.C. 4942].
  - e. The corporation shall not engage in any act of self-dealing (as defined in section 4941d [26 U.S.C. 4941] of the Code) which would subject it to tax under section 4943 [26 U.S.C. 4941] of the Code.
  - f. The corporation shall not retain any excess business holdings (as defined in section 4943(c) [26 U.S.C. 4943(c)] of the Code) which would subject it to tax under section 4943 [26 U.S.C. 4944] of the Code.
  - g. The corporation shall not make any taxable expenditures (as defined in section 4945(d) [26 U.S.C. 4945(d)] of the Code) which would subject it to tax under section 4945 [26 U.S.C. 4945] of the Code.

## ARTICLE V DISSOLUTION OF THE CORPORATION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time

qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE VI  
INTERNAL AFFAIRS OF CORPORATION

The internal affairs of the Corporation including membership, officers, Board of Directors, elections, voting, meetings, and such other decisions, and procedures as are necessary to ensure the functioning of the Corporation in accordance with its purpose shall be regulated by the Articles of Incorporation and Bylaws of Southwest Artists, Inc.

ARTICLE VII  
MAIN OFFICE OF CORPORATION

The principal office or place of business of the corporation shall be located at 607 Mena Street, Mena, Arkansas 71953.

ARTICLE VIII  
NUMBER OF DIRECTORS OF CORPORATION

The number of Directors constituting the Board of Directors shall be no less than nine (9) and no more than fifteen (15). The Directors shall serve for a three year term, except for exofficio directors, and shall be chosen in the manner prescribed by the Bylaws of the Corporation.

ARTICLE IX  
INITIAL BOARD OF DIRECTORS OF CORPORATION

The names and addresses of the persons who served as the initial board of Directors of the Corporation are:

1. LaVora McCall P.O. Box 5, Wickes, Arkansas
2. Dot Howell Box 692, Route 3, Mena, Arkansas
3. Dayton Holman Wickes, Arkansas
4. Kitty Hughes Box 8, Vandervoort, Arkansas
5. Lorene Hendricks DeQueen, Arkansas

ARTICLE X  
INCORPORATORS OF CORPORATION

The names and addresses of the incorporators of the Corporation, all of whom are of full age, citizens of the United States, and residents of the State of Arkansas are:

1. Carol Nesbitt 706 Mena Street, Mena, Arkansas
2. Dayton Holman Wickes, Arkansas

3. Wade Wilson                                 Route 1, Grannis, Arkansas
4. Carole McLaughlin   Box 243, Wickes, Arkansas
5. Kitty Hughes                                 Box 8, Vandervoort, Arkansas
6. Lorene Hendricks   DeQueen, Arkansas
7. Dola Head                                 Norman Star Route, Mena, Arkansas
8. Dot Howell                                 Box 692, Route 3, Mena, Arkansas
9. LaVora McCall                                 P.O. Box 5, Wickes, Arkansas

ARTICLE XI  
AMENDMENTS

These Articles may be amended, subject to conformity with the provisions of the laws of this state, by the vote of a two-thirds majority of the membership in attendance at a meeting called for the purpose of considering amendment to the articles, and two-thirds majority vote of active members of the Board of Directors. A copy of all amendments shall be filed with the Secretary of State within thirty (30) days after their passage.

On this 9<sup>th</sup> day of November, 1981, Southwest Artists, Inc. has subscribed its corporate name to the foregoing amended articles of incorporation by its president who hereby verifies that the statements contained in the certificate of amendment are true and correct to the best of her knowledge and belief, attested by the corporate secretary on this 9<sup>th</sup> day of November.

SOUTHWEST ARTISTS, INC.

Corporate Name

Beth Long Fellow

President

Star Rt 9, Box 256, Mena, Ark

Address                                 71953

Attest:

Emilie Robinson

Secretary

Ballot

I have read and understand the proposed Bylaws and Articles of Incorporation for SouthWest Artists, Inc.

\_\_\_\_\_  
Printed Name\_\_\_\_\_

Signature (required)\_\_\_\_\_

( ) I approve of the proposed Articles of Incorporation and Bylaws as written and accept wording revisions that might be made by the Policy committee for clarification without changing the intent of the document.

( ) I am opposed to the adoption of the Articles of Incorporation and Bylaws as proposed.

\* \* \* \* \*

This document must be received at the gallery before August 13, 2010. Mailing address is 607 Mena St., Mena, AR 71953. Email to [email@menaartgallery.org](mailto:email@menaartgallery.org). You may also drop it off in the mail slot in the front door of the gallery. **Note: this must be signed to count as your vote. A legal review will be made before submission to the State of Arkansas.**