

# **BY-LAWS OF THE LAKES REGION ART ASSOCIATION**

(formerly Laconia Art Association)

The Annual Meeting of the Association shall be held in October at which time Officers as prescribed by the Constitution shall be voted on and elected by a majority vote. Each member will have one (1) vote. The newly elected Officers will assume their official responsibilities at the regular November meeting.

## **Section 2. Regular Meetings**

Regular meetings of the membership of the Association shall be held monthly, the third Monday of each month, or other date(s) as voted by the membership for convenience, except December, January and February.

## **Section 3. Quorum**

A majority of members shall constitute a quorum at all membership meetings of the Association.

## **Section 4. Nominating Committee**

A Nominating Committee of members, previously appointed by the President, shall submit a list of nominees at the September meeting for the offices that will become vacant in October. Election of the Officers will be held at the Annual Meeting in October and Officers will assume their duties upon becoming elected. Additional nominations from the floor may be accepted at the September meeting and the annual meeting.

## **Article II Membership**

### **Section 1. Definition**

Application for membership may be made to any member and referred to the Treasurer. He/she will become a member upon payment of annual dues.

### **Section 2. Membership Fees**

Yearly dues shall be payable by first meeting in March of each year. Members who are delinquent in the payment of dues shall forfeit their rights and privileges as members until dues are paid.

### **Section 3. Forfeiture of Membership**

On the affirmative vote of a majority of the Board, recommendation of a forfeiture of membership shall be brought before the membership because of conduct deemed detrimental to the interests of the Association.

Before forfeiture of membership for reason above, the member shall be given by mail, to his last known address, reasonable notice of the proposed action. The member in question may appear at a meeting of the Board to appeal its proposed action. Vote of the membership on any forfeiture action shall be by ballot.

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## **Article III Officers**

### **Section 1. Officers**

The Officers of the Association shall be President, Vice President, Treasurer, Recording Secretary, and Corresponding Secretary. An Officer is elected for a two (2) year term, but may not serve more than two (2) consecutive terms. In the event an Officer is unable to complete his term the Board shall elect a new Officer to fill the unexpired term. Officers will be elected to staggered terms, i.e., the President and Vice President will be elected one year, then the Treasurer and Secretaries will be elected the following year.

### **Section 2. Description of Officers Responsibilities**

#### **President**

The President shall preside at all meetings of the Association. In case of an equal division on any question, he/she shall have a deciding vote. He/she shall serve as Chairman of the Board and as

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an ex-officio member of all other committees. He/she shall keep the original certified and signed copy of the Association's Constitution and Bylaws. He/she shall be responsible for all keys, documents and records of the Association.

#### **Vice President**

The Vice President shall discharge all duties of the President in his/her absence. In the event of the absence of both the President and Vice President, the Treasurer and then the Recording Secretary will serve as temporary Chairman.

#### **Treasurer**

The Treasurer shall handle the Association's financial affairs and shall collect and, under the direction and with the approval of the Board, disburse its funds. The Treasurer shall collect the annual dues and maintain a current membership list. He/she shall furnish a written report on the state of the funds at every Annual Meeting and more often if requested by the President or by the Board. A committee or auditor appointed by the President shall audit his/her accounts once a year.

### **Recording Secretary**

The Recording Secretary shall keep a faithful record of the proceedings of the meetings of the Association and of the Board. He/she shall keep a duplicate certified copy of the Associations Constitution and By-laws.

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An **ex officio member** is a member of a body (a board, committee, council, etc.) who is part of it by virtue of holding another office. A common misconception is that the participatory rights of ex officio members are limited by their status. This is incorrect, although their rights may be indeed limited by the by-laws of a particular body. *Robert's Rules of Order*, Newly Revised (10th ed.), clarifies that the term denotes only how one becomes a member of a group, not what one's rights are. It is a method of sitting on a committee, not a class of membership. Frequently, ex officio members will abstain from voting, but unless by-laws constrain their rights, they are afforded the same rights as other members, including

debate, making formal motions, and voting

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### **Corresponding Secretary**

It is the duty of the Corresponding Secretary to assure that proper notice of all meetings and other notices as necessary are sent to the membership.

## **Article IV Governing Board**

### **Section 1. Governing Board Membership**

The Governing Board shall consist of the current Officers and four (4) other members appointed by the Officers. Those appointed will serve on committees. Appointees shall serve for a minimum of (1) one year and a maximum of three (3) years. The Board shall have general charge of the Association's affairs, funds, and property and will manage its day-to-day affairs pursuant to applicable law, this Constitution, and the By-laws of the Association. The Board shall have the ultimate responsibility for the affairs of the Association as approved by the membership where applicable. The Board's role is one of strategic leadership in defining and implementing the vision, mission, and core values of the Association. It shall adopt policies to ensure the effective stewardship and management of the Association's human and financial resources and shall also oversee adherence to these policies.

The Board, by resolution adopted by a majority of the Board, may create any committee (standing, special, or ad hoc), appoint persons to serve as members thereof, and change the composition of the committees. Unless otherwise provided by this Constitution and these By-laws, a majority of any committee shall constitute a quorum. Unless the Board otherwise designates, committees shall report to and be responsible to the Board and conduct their affairs in the same manner as is provided in this Constitution and these By-laws.

In case of vacancies, the Board shall elect new members to serve for the unexpired term.

Meetings of the Board shall be held every second Monday or as agreed upon by a majority of the Board.

### **Section 2. Compensation for Services**

Officers and members of the Board shall be precluded from rendering services for compensation to the Association in any capacity. However, they may be reimbursed if the Board establishes that expenses associated with carrying out their duties are reasonable and in the best interest of the association.

### **Section 3. Standard of Care**

An Officer shall perform his/her official duties, including as a member of any committee on which he/she may serve, in good faith, in a manner such Officer believes to be in the best interest of the Association and with such care, including reasonable inquiry, as an ordinary prudent person in a like situation would use under similar circumstances.

### **Section 4. Inspection**

Every Officer of the Association shall have the absolute right at any time to inspect and copy all financial books, records, and documents, and to inspect the physical properties of the Association.

## **Section 5. Resignation**

An Officer may resign at any time by delivering notice of resignation to the President of the Association, to a meeting of the Board, or to the Recording Secretary.

## **Section 6. Amendments**

The Constitution and Bylaws may be amended by a two-thirds favorable vote of the members present and voting at the regularly scheduled or annual meeting, provided that such proposed amendment(s) is signed by at least five Members, submitted to the Corresponding Secretary in writing, and then mailed to each member at least ten days before the meeting at which such amendment is to be voted upon.

## **Article V. Logo**

The logo of the Lakes Region Art Association shall consist of the letters lraa in lower case on a black background, with lr above aa. All letters are highlighted. Alongside are the words Lakes Region Art Association in black capital letters.

## **Article VI. Operations**

### **Section 1. Principal Office**

The principal office of the Association shall be located within the Lakes Region area of the State of New Hampshire.

### **Section 2. Fiscal Year**

The fiscal year of the Association shall end on October 30 of each year, unless the Board determines otherwise.

### **Section 3. Loans**

No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name.

### **Section 4. Governing Law**

In all matters not specified in these By-laws, or in the event these By-laws shall not comply with applicable law, the laws of the State of New Hampshire as then in effect shall apply.

### **Section 5. Nominating Committee**

A Nominating Committee must be chosen in November as the first duty of the President. The committee will consist of three (3) members, with the Chairperson appointed by the President. The chairperson will step down after the first year. One of the other committee members becomes Chairperson with one new member appointed each year. Each member serves only one year as Chairperson.

## **Section 6. Gender**

As used herein, the terms “his” and “hers”, “he” and “she” etc. are used interchangeably with no  
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regard to a specific gender.

## **Article VI. Conflict of Interest Section 1. Conflict of Interest**

Every Board Member and Officer will be required to sign a Conflict of Interest form every year. A conflict of interest or an appearance of a conflict of interest may arise when an Officer or Board member has a direct or indirect interest in another entity that enters into a transaction with the Association. Direct or indirect interests include any legal, equitable, or fiduciary interest or position in an entity by an Officer or Board member or member of an Officer’s family. Any such interest shall be disclosed and made a matter of record at the time of the election to the Board. No officer having a conflict of interest in any matter shall be counted in determining the quorum for the meeting nor be present when the matter is discussed or voted on. Meeting minutes shall reflect that the disclosure was made, that the Officer abstained and was not present during the discussion or vote, and that a quorum existed, not counting such Officer. The conflict of interest provision of this Section shall be in addition to and not in lieu of the applicable provisions of any New Hampshire law regarding conflicts of interest.

## **Article VII. Approvals**

This set of By-Laws was studied and reviewed by a committee of members of the Lakes Region  
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Art Association in January and February 2014 and presented to the membership at the April 21 meeting for approval. These By-laws supercede any previous By-laws and were approved by:

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V. Kennedy Date \_\_\_\_\_ Jean  
President

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Gisela Langsten Date  
Vice President

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Joanne Reynolds Date  
Treasurer

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Barbara McClintock Date  
Recording Secretary

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Marlene Witham Corresponding Secretary

\*Dated 4/14/2014

Date

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