



Connecticut Women Artists, Inc. By-Laws

ARTICLE I – PREAMBLE

SECTION I. These Bylaws are intended to supplement and implement applicable provisions of law and of the Certificate of the Incorporation of the Corporation with respect to the regulation of the affairs of the Corporation. It maintains a non-discriminatory policy as to race, creed, age and marital status. It has been organized to foster and promote interest in the fine arts by women artists in Connecticut; to maintain the highest possible standards of achievement among said women; to provide exhibitions and to encourage any other activities conducive to high artistic endeavor. The following articles have been duly adopted and form the By-Laws of Connecticut Women Artists, Inc., a non-profit organization. This association shall be called Connecticut Women Artists, Inc. or CWA.

ARTICLE II – GOVERNANCE

SECTION 1. Authority, Number, Election and Term of Office. The business, property and affairs of this Corporation shall be under the care and management of its Council. Council Members shall be members of the Corporation in good standing with dues paid in full. The Officers of the council shall include the President, Vice President, Treasurer, Secretary and Membership Chair. The Council shall also include the immediate past President and at least six but not more than twelve other active members in good standing with dues paid in full that are not Officers.

SECTION 2. Nomination, Election and Term of Office. A committee appointed by the President shall convene at least 10 days prior to the regular Annual Members Meeting. The Nominating Committee shall submit its list of nominees for Council Members at which time the Council may submit additional nominees. The President will then direct the Secretary or such other designee to provide a list of Council Nominees to the membership in writing prior to the Annual Meeting of the Membership. All nominees must be members in good standing with dues paid in full. The Council Members, elected at the Annual Meeting of the Membership, shall hold office for a two-year term and may be reelected for another two-year term with maximum of two consecutive terms. Any of the Council Members may be removed at any time with or without any showing of cause at any special members' meeting by the vote of two thirds of members in good standing of the Corporation present and entitled to vote.

SECTION 3. Vacancies. If a vacancy on the Council occurs by reason of death, resignation, or other causes, the President may nominate a member in good standing with dues paid in full to fill out the unexpired portion of the term.

SECTION 4. Place of Meeting. The Council may hold its meetings at such place or places within the State of Connecticut as it may determine.

SECTION 4. Meeting. A minimum of three (3) regular meetings of the Council will be held annually at such date, time and place as the Officers may determine. Written or oral notice of the date, time and place of each meeting of the council and all special meetings of the Council shall be given by e-mail, mail or telephone to each Council member at least three (3) days prior to the date of the meeting. Council members are expected to attend at least half of all meetings called.

SECTION 5. Action by Council Members without a Meeting. Any resolution in writing (such as in e-mail correspondence) concerning action to be taken by the Corporation which resolution is approved and signed by all of the Council Members, severally or collectively where the number of such Council Members constitutes a quorum for such action, shall have the same force and effect as if such action were authorized at a meeting of the Council duly called and held for that purpose, and such resolution, together with the Council Members' written approval thereof, shall be recorded by the Recording Secretary in the minute book of the Corporation.

SECTION 6. Quorum and Voting Requirements. A majority of Council Members shall constitute a quorum for the transaction of business at all meetings of the Council. Attendance of ten percent of the membership shall constitute a quorum for the transaction of business at the annual meeting.

SECTION 7. Compensation of Council Members. The Council shall server without compensation for their services as a Council Member.

ARTICLE III – OFFICERS

SECTION 1. Titles, Election, and Duties. The members shall elect at the annual members' meeting a President, Vice President, Treasurer, Secretary and Membership Chair. All such Officers shall be members

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of the Council. The Council Members may, in addition to the foregoing Officers, appoint one or more Vice Presidents, one or more Assistant Treasurers, and one or more Assistant Secretaries, and various committee chairpersons or co-chairpersons as may be necessary and desirable. The duties of the Officers of the Corporation shall be such as are imposed by these Bylaws and from time to time prescribed by the Council Members.

SECTION 2. President. It shall be the duty of the President to be the chief executive officer of the Corporation and she shall have general supervision over the activities of the Corporation, subject to the control of the Council. The President shall preside at each meeting of the members. She shall see that all orders and resolutions of the Council are carried into effect. In general, she shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to her or specifically required to be performed by her by these Bylaws, by the Council, or by the job descriptions.

SECTION 3. Vice President. The Vice President shall have such powers and perform such duties as may be assigned to her by the Council or the President. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President and do all such duties as described in her job description.

SECTION 4. Treasurer. The Treasurer shall have custody of the funds of the Corporation. The Treasurer may endorse for collection checks, notes and other obligations and deposit the same to the credit of the Corporation in such depositories as the Council may designate. She shall keep accurate books of account of the Corporation's transactions which shall be the property of the Corporation and shall be subject at all times to the inspection and control of the Council. The Treasurer shall prepare an annual financial statement including a balance sheet and profit and loss statement which shall be reviewed by the Council.

SECTION 5. Secretary. It shall be the duty of the Secretary to keep the minutes of the meetings of the Council and of the Annual Meeting of the members in appropriate books. The Secretary shall be custodian of the records and of the seal, and affix the latter when authorized and required. The Secretary shall present to the Council at their stated meeting all communications addressed to her officially by the President or any officer or member of the corporation. The Secretary shall attend to all correspondence and perform all the duties incident to the office of Secretary. The Secretary shall issue notices of all Council meetings, notify members of their election to the Council and handle such correspondence as may be necessary. It shall be the duty of the Secretary to also perform such other duties as may be assigned to her, or specifically required to be performed by her, by the Council or by the President.

SECTION 6. Membership Chair. The Membership Chair shall maintain a record of members, providing periodic reports to the Council as appropriate. The Membership Chair shall be responsible for notifying women artists of their elected status to the corporation and for collecting dues from the members.

SECTION 7. Term of Office and Vacancies. Each of such Officers shall serve for the term of two years until her successor is duly appointed and qualified. Officers may serve for no more than two consecutive terms of office. The Council may remove any Officer at any time with or without cause and with or without notice by a resolution adopted by the affirmative vote of Council Members in office, even though such council members are less than a quorum.

ARTICLE IV - MEMBERS

SECTION 1. Members: The Corporation shall have one class of members. The qualification and manner of election or appointment of members are to be as follows:

1. Elected Members. Elected members shall include women who are or have been legal residents of the State of Connecticut with dues paid in full.

2. Honorary Members. Honorary Members shall include those persons who have attained distinction in any one of the fine arts and/or who have rendered special or extended service to the Corporation and who have been elected as Honorary Members by the Council as hereinafter provided ("Honorary Members").

SECTION 2. Election of Members. A woman artist who has participated in at least two (2) Open Juried Exhibitions of the Corporation is elected to membership in Connecticut Women Artists, Inc. In addition, a woman artist whose application has been approved by a majority vote of the Slide Review Committee is elected to membership in Connecticut Women Artists, Inc.

The Open Juried Exhibition is presented annually. All women artists working in the visual arts (e.g., paintings, sculpture, graphics, etc.) as specified in these By-Laws are eligible to apply for participation in the Exhibition.

The Slide Review Committee which shall be constituted of the council members and the Chair meets with the council members and votes on the slide submissions every one or two years at the discretion of the Committee.

SECTION 3. Election of Honorary Members Honorary Members shall be elected by an affirmative vote of two-thirds of the Council Members. A person may be nominated to be an Honorary Member by

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written nomination signed by five or more Members, which nomination shall state the reasons for the nomination and shall be delivered to the membership Chairperson. A Nomination for honorary membership shall be acted upon at the next regular meeting of the Council Members following submission of a written nomination. Once elected, an Honorary Member shall continue as an Honorary Member until such status is terminated or the Honorary Member resigns as hereinafter provided. An Honorary Member shall be exempt from annual dues.

SECTION 4. Voting Rights. Each Member shall be entitled to one vote on each matter submitted to a vote of the members.

SECTION 5. Termination of Membership. The Council, by affirmative vote of two-thirds of all of the members of the Council, may suspend or expel a Member or Honorary Member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting at which a quorum is present, terminate the membership of any Member who shall be in default in the payment of dues. A Member for whom termination for cause is proposed shall be given ten (10) days advance written notice of the proposed termination and the reasons therefore. Such notice shall state the time, date, and place of the meeting of the Council Members at which such member's termination will be acted upon by the Council Members and shall be mailed or delivered not less than ten (10) days prior to the date of such meeting. No hearing shall be required where the cause of termination is the nonpayment of dues. Non-payment of dues for the period of two (2) years shall be cause for automatic termination of membership.

SECTION 6. Resignation. Any member may resign by filing a written resignation with the Membership Chairperson but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessment, or other charges theretofore accrued and unpaid.

SECTION 7. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Council may, by the affirmative vote of two-thirds of the members of the Council, reinstate such former members to membership upon such terms as the Council may deem appropriate. The members would start paying dues starting with the New Year.

SECTION 8. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

ARTICLE V – EXHIBITIONS

SECTION 1. Annual Schedule of Exhibitions. The President shall decide the annual schedule of exhibitions of the corporations, including the Open Juried Exhibition. She shall appoint Chairs and Committees deemed appropriate for the successful planning, publicity and presentation of such exhibitions.

SECTION 2. Eligibility Requirements. The Council will decide the eligibility requirements for all exhibitions of the corporation.

SECTION 3. Liability Exclusion. Connecticut Women Artists, Inc. shall require that all artists who participate in an exhibition of the corporation shall sign a liability waiver for any loss or damage to works submitted for exhibition.

ARTICLE VI – OPEN JURIED EXHIBITION

SECTION 1. Timing of Exhibition. The exhibition will be presented annually.

SECTION 2. Eligibility Requirements. Exhibitors shall be living women artists who are working in the visual arts as specified in the prospectus for the Exhibition (e.g., painting, sculpture, graphics, etc.). Class work or work done under supervision shall not be eligible. Works submitted must have been executed within the last three years and must not have been exhibited in a previous exhibition sponsored by Connecticut Women Artists, Inc.

The work by any member whose dues are unpaid shall not be eligible to participate in the exhibition. The works of a deceased member of Connecticut Women Artists, Inc. may be exhibited once.

SECTION 3. Show Committee. An Elected Member in good standing with dues paid in full shall act as Chair for the Open Juried Exhibition. The Chair may appoint other members to assist in the planning, publicity and presentation of the exhibition, as they deem appropriate.

SECTION 4. Selection of Participants and Awards. The Co-Chairs will screen the applicants against the eligibility requirements and forward approved applications to the Juror of Selection and Awards. The Co-Chairs will identify a qualified juror, who is not a member of Connecticut Women Artists, Inc. to select the exhibitors from the screened applications and to decide awards. The decisions of the independent juror are final, provided that they adhere to the requirements set forth in these By-Laws and the show prospectus.

SECTION 5. Election to Membership. The Co-Chairs for the Open Juried Exhibition shall forward a list of the participants selected to participate in the Exhibition to the Membership Chair. The Membership Chair will determine which women have met the criteria for Elected Membership status and make a report to the Council for confirmation by a majority vote of the Council.

ARTICLE VII – MEETINGS OF THE MEMBERSHIP

SECTION 1. Annual Meetings. The Annual Meeting of the Membership shall be held during the month of September each year at such time and place as shall be determined by the Annual Meeting Chairperson. At such meeting the Members shall elect the Council Members and Officers of the Corporation who shall

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hold their offices for a two (2) year period commencing on the date of their election or until their successors are chosen. Notice of the proposed slate of incoming Council Members to be nominated at the Annual Meeting shall be given one month prior to the Annual Meeting. Additional nominations may be made from the floor at the Annual Meeting.

SECTION 2. Special Meetings. Special Meetings of the Membership may be held upon call of two-thirds of the Council.

SECTION 3. Notice. Written or oral notice of the date, time and place of each Annual Meeting and all special meetings of the Membership shall be given to each Member of by e-mail to her residence or usual place of residence at least ten (10) days prior to the date of the meeting. Neither the business to be transacted at, nor the purpose of, any or special meeting of the Membership need be specified in the notice or waiver of notice of such meeting.

SECTION 4. Quorum. At the Annual Meeting of the Membership, 10% of the Membership including mail-in proxy ballots shall constitute a quorum. When a quorum is once present to organize the meeting, it is not broken by the subsequent withdrawal of any of those present. In the absence of a quorum, the Membership present, by a majority vote without notice other than announcement, may adjourn the meeting from time to time until a quorum shall attend.

SECTION 5. Voting Power. The voting power of the Members at the Annual Meeting or any special meeting of the Membership shall be vested in all Members standing with dues paid in full. An Individual Membership shall constitute one (1) vote.

SECTION 6. Power of the Annual Meeting. The Members at the Annual Meeting of the Membership shall have the following powers: (1) to elect the Council Members of the Corporation; (2) to amend the By Laws of the Corporation; (3) to receive reports of the Council and Officers of the Corporation and such other reports as may be deemed necessary by the President and to take action thereon not inconsistent with the action or powers of the Council; and (4) to act upon any other business referred to the Membership by the Council.

ARTICLE VIII – COMMITTEES

SECTION 1. Executive Committee. There shall be an Executive Committee of the Corporation consisting of those Council Members then serving as Officers of the Corporation, i. e., the President, Vice President, Treasurer, Secretary and Membership Chair. The Executive Committee shall have and may exercise all authority of the Council of the Corporation, except as such authority may be limited by specific resolution of the Council. At any meeting of the Executive Committee, four Council Members who are members of the Executive Committee and members of the Corporation in good standing shall constitute a quorum and all questions shall be decided by a majority of the Council Members present. The Recording Secretary shall keep the minutes of all Executive Committee meetings.

SECTION 2. Nominating Committee. The President shall appoint a Nominating Committee of not more than five members in good standing, a majority of whom shall constitute a quorum, to prepare a list of nominees for the next selection.

SECTION 3. Slide Review Committee. The president shall appoint a Slide Review Chair and the rest of the committee shall be comprised of Council Members.

ARTICLE IX – SEAL

The corporate seal of this Corporation shall consist of a circular disc with the name of the Corporation and the words "Connecticut" and "Seal" thereon.

ARTICLE X – INDEMNIFICATION OF COUNCIL MEMBERS, EMPLOYEES, AGENTS AND OTHERS

The Corporation shall, to the full extent permitted by and in accordance with the Connecticut General Statutes, indemnify each person who is or was a Council member, employee or agent of the Corporation and each other person may be entitled to indemnification under said statutes.

ARTICLE XI – FINANCES

The individuals authorized by the Executive Committee on any account of the Corporation shall sign checks drawn. The Treasurer must review all operating expenditures monthly with a yearly audit by the Executive Committee. The Council except in emergency situations must approve all expenditures in excess of \$300 when the Executive Committee may approve such an expenditure. The President and Treasurer must approve all expenditures less than \$300.

Members shall pay annual dues in an amount established and approved at the Annual Meeting of the Membership which dues are owed and payable on the first day of September each year. If dues are not paid within thirty (30) days thereof, then such member shall not be in good standing.

ARTICLE XII – CHARGES

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The Council shall set membership dues for the next calendar year, prior to the annual meeting, which are due and payable by September 1. Members who have not paid their dues by November 1 or within sixty (60) days of having been elected to membership shall be considered to be in default and not in good standing and ineligible for the perquisites of membership. If, after being provided written notice of default of dues payment, a member does not pay her dues within another sixty days of such written notice, her membership may be terminated at the discretion of the Council.

ARTICLE XIII – AMENDMENTS

These By-Laws may be amended by the affirmative vote of the Membership representing two-thirds of the Members present and entitled to vote at the Annual Meeting of the Membership or at a special meeting of the Membership duly called pursuant to Article VII of these By-Laws for that purpose, provided that written notice shall have been sent to each Member entitled to receive such notice, which notice shall state the amendments which are proposed to be made in such By-Laws. Only such changes as have been specified in the notice shall be made. Proposed amendments may be submitted by any Member in good standing with dues paid in full and must be submitted in writing and signed by the proposer to the Council on or before March 31 of the year prior to the Annual Meeting of the Membership. Any proposed amendment shall be adopted or rejected as submitted to the Council and may not be amended, altered, changed or modified from the floor at the Annual Meeting of the Membership. All amendments approved by the Membership shall be binding and in effect immediately following the adoption thereof unless the amendment provides otherwise.

ARTICLE XIV – PARLIAMENTARY AUTHORITY

Robert's Revised Rules of Order (as the same shall, from time to time be updated and revised) shall be the authority for all matters of procedure not specifically covered by these By-Laws, or by special rules of procedure or orders of the day adopted by the Corporation. If any provision set forth in these By-Laws regarding parliamentary procedure is unclear, Robert's Revised Rules of Order shall govern.

ARTICLE XV – DISSOLUTION

In the event of the dissolution of the Corporation all of its assets shall be conveyed or distributed only to an organization or organizations created and operated for non-profit purposes, similar to those of the Connecticut Women Artists, Inc. the Corporation, or conveyed or distributed subject to the limitation that they shall be used only for such purpose.