



Minnesota Artists Association

An All Media Visual Arts Organization Established 1937

BYLAWS 2015

ARTICLE I: NAME

This organization shall be called the Minnesota Artists Association, commonly referred to as MAA, and in these bylaws as MAA.

ARTICLE II: Purpose

The Minnesota Artists Association was formed in 1937 to encourage the visual fine artists of all media in Minnesota by providing a supportive environment with education and exhibition opportunities and to promote public appreciation and greater visibility of the arts.

ARTICLE III: MEMBERSHIP

Any individual who supports the purpose of MAA is eligible for membership. Membership is based on the payment of dues. Our calendar year is September 1st to August 31st. All members have the right to vote and attend meetings.

ARTICLE IV: BOARD OF DIRECTORS AND ELECTED OFFICERS

Section 1: Board of Directors

The board of directors, or board, shall be comprised of the elected officers and appointed directors and is the highest authority in MAA. The board shall carry out the business of MAA. The board sets the strategic directions, schedules the activities of MAA, establishes and manages a volunteer structure, acts with due diligence and protects the good name and financial resources of MAA. The board also has the authority to review and /or amend policies and procedures. The board is responsible for an annual review of all records and accounts of MAA. The board serves as the budget committee. A board member shall disclose a conflict of interest that exists or may be perceived to exist and the board will determine whether the member shall participate in the discussion and /or decision.

Section 2: Term of Office

Board members are elected for two-year terms, and assume their office on September 1st. The president can serve for a maximum of three consecutive terms if re-elected each term. Vacancies may be proposed by the board for the unexpired term. They shall be elected by a simple majority vote of the members at a membership meeting.

Section 3: Duties, Responsibilities and Limitations

A. Officers and Directors: Members include the president, vice president, secretary, treasurer, and a minimum of 3 directors which can include program, exhibition, publicity, technology, newsletter editor, membership, and past president. Officers shall have the duties and responsibilities commonly associated with the office and can be found in policy. Job descriptions shall be developed, approved by the board and presented to officers upon their election.

B. Directors

Directors include officers or chairs and shall be assigned specific oversight or liaison duties. Officers shall appoint other directors.

Section 4: Nominations and Elections

A. Eligibility and Limitations

Any member is eligible for elected office.

B. Officers Elected

The president, vice president, secretary and treasurer shall be elected. The elected officers can serve more than one term. Officers can be elected in alternate years.

C. Nominating Committee - Nominations and Elections:

At the meeting of the board of directors held in the first quarter of the calendar year, a nominating committee shall be appointed to select nominees for the ballot. The nominating committee shall determine a slate of one or more nominees for each office to be elected for that year. Nominations shall be taken from the general membership as well. The nominee's consent must be obtained prior to nomination. The slate of officers shall be presented to the board of directors by April. The ballot must be presented and voted on by the general membership at the May meeting. New officers will take office September 1st.



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ARTICLE V: COMMITTEES

Committee chairs shall be appointed by the board of directors. Committees assist the board in carrying out the business of MAA. All committee activities are based on parameters and budgets approved by the board.

Section 1: Types of Committees

A. Standing Committees are established in policy and are assigned specific duties. Their duties are on-going in nature and may include carrying out policies established by the board and creating recommendations for the board.

B. Special Committees are created by motion specifying a limited task and upon completion of the task they are dismissed. They may manage or carry out a specific assignment such as a show, an event, project or program, etc. as authorized by the board or by policy.

C. Nominating Committee is a separate type of committee and is excluded from this article.

Section 2: Committee Members

Committee members are recruited by the committee chair or another board member. The president is a non-voting member of all committees except the nominating committee.

ARTICLE VI: MEETINGS

Section 1: Board of Director Meetings

A. The board will meet on a regular basis or as necessary to carry out the business of the board. A majority of the board shall constitute a quorum. A quorum is necessary in order to do business. Any meeting where a quorum of the board does business is an official meeting. Any board member may call a special meeting.

Only MAA members have the right to attend board meetings. The board may give member guests the right to participate in discussion but they are not eligible to vote on business before the board. An official record of meetings shall be created and made available to members.

B. Chairperson

The president, or a designated officer or director, shall chair the board meetings.

Section 2: Membership Meetings

Membership meetings shall be held monthly from September through May on the 3rd Tuesday of the month whenever possible. A majority of board members may cancel a membership meeting with cause and may call a special meeting as per policy.

Membership meetings may include, but not be limited to, a business section where the chair presents an agenda that may include old business, new business, reports and announcements, and a program.

The president, or a designated board member, shall chair membership meetings. The number of members present at the start of the meeting shall constitute a quorum.

ARTICLE VII: FISCAL YEAR, BUDGET, DUES AND FEES

MAA's fiscal year will run from January 1st through December 31st. The board acts as the budget committee and will prepare and approve an annual budget at the November meeting. The board shall propose any change in annual dues for approval by the membership.

The board shall approve fees, venues, instructors, programs and publicity for special events including, but not limited to, workshops, exhibitions, special or social events. The president signs all legal documents and contracts on behalf of MAA.

ARTICLE VIII: AMENDMENTS

MAA may adopt bylaws that are consistent with MAA's purpose and propose amendments as needed. The board of directors may not change the bylaws. Written amendments may be proposed by the board, or by any member whose proposal is approved by the majority, at any membership meeting. Proposed amendments shall be considered at a subsequent membership meeting and must be approved by a two-thirds vote of the membership.