

BYLAWS

MIDDLE GEORGIA ART ASSOCIATION

ARTICLE I: IDENTITY

- A. Founded on February 19, 1967, this organization is called "Middle Georgia Art Association, Incorporated," hereinafter referred to as "MGAA." MGAA is incorporated under the laws of the state of Georgia and of the city of Macon and the county of Bibb.
- B. MGAA is a nonprofit organization under section 501(c)(3) of the Internal Revenue Code, and is classified as a public charity under section 509(a)(2) of the Internal Revenue Code.

ARTICLE II: PURPOSE

MGAA promotes and fosters interest and activity in art within the Middle Georgia community, and encourages participation in art and related activity at large.

ARTICLE III: BOARD OF DIRECTORS

- A. The Board of Directors shall be made up of the Officers of MGAA (President, Vice-President, Secretary, and Treasurer) plus no more than eight Directors. The Board shall be responsible for the management of affairs of MGAA.
- B. Terms: A term for an Officer is two years. A term for a Director is two years. The initial term for a newly elected Director is one year. Any subsequent terms are two years.
- C. Nominations and Eligibility: Officers and Directors may be nominated by any member. Only those who have served as Directors are eligible to serve as Officers of MGAA.
- D. Election: Officers and Directors may be nominated by any member. Election of Officers and Directors shall be held at the Annual Meeting (defined in Article VI (D) below), or as needed and appropriate, as defined herein.
- E. Vacancy: In the event of an Officer's vacancy, an interim Officer shall be appointed in a timely manner by the President (or acting President) with approval of the Board, to serve the remaining term of office. Should a Director's vacancy occur, sufficient time shall be given for members to nominate candidates, and the seat will be filled by election in the next Members' Meeting (defined in Article VI (C), below). Completing the term of a vacant position is considered a gratuitous act of service and does not limit a person's right thereafter to serve full terms as described herein.
- F. Removal: An MGAA member may petition for the removal of any Director or Officer in instances of malfeasance or misconduct. It is the responsibility of the President to inform the Director in question about the petition against him or her in a timely manner prior to the next Board meeting. When a petition calls for the removal of the President, it is the responsibility of the Vice President to inform the President of same. The petition shall be presented at the next appropriate Board meeting

and the Director in question shall be given opportunity to be heard at that same meeting. Removal of any member of the Board of Directors requires at least two-thirds (2/3) majority vote of all then-serving Board members.

G. Duties:

1. The President chairs Board meetings, represents MGAA to the community, makes management decisions as needed, monitors financial affairs, delegates responsibility as needed, and is responsible for the general health and functioning of MGAA.
2. The Vice President assumes the responsibility of the President when appropriate and as needed.
3. The Secretary records the minutes of Board meetings and presents them to the Board of Directors, and produces the MGAA newsletter.
4. The Treasurer monitors and manages MGAA's finances, reports financial status and activity to the Board at every meeting, communicates with MGAA's accountant and the President, and generally pursues the financial health and growth of MGAA.

H. Conflicts of Interest: MGAA strives for broad and fair representation of its members on the Board of Directors. To prevent conflicts of interest, including the perception thereof, no related parties, (including those, for example, related by blood or marriage, or those who are business associates) shall serve on the Board simultaneously. If no other persons are able or willing to serve on the Board at a given time, this rule may be suspended temporarily by the Board as is necessary for the continued proper functioning of MGAA.

ARTICLE IV: COMMITTEES

- A. The Board of Directors may form standing and ad hoc committees as needed.
- B. Committees shall follow the same rules and meeting structure as the Board of Directors.

ARTICLE V: MEMBERS

- A. Membership in MGAA shall be open to any and all persons who in good faith are able and willing to support the purpose of MGAA, as stated above.
- B. Members are vested with voting powers in the affairs of MGAA as described in these bylaws. Members' voice and feedback regarding the functions of the MGAA are generally welcomed and encouraged. Members are welcome to attend all MGAA meetings (including Members' Meetings, the Annual Meeting, Board Meetings), and may submit feedback and ideas to the Board in proper manner at any time. Membership is subject to review by the Board of Directors in certain cases.

ARTICLE VI: MEETINGS

- A. Meetings of the Board shall be held no less frequently than quarterly. A quorum, sufficient to conduct the business of MGAA, is present when at least four Directors are present, and those present represent a majority of filled Board positions. A quorum shall not be recognized if it creates a conflict of interest, as defined herein. Board meetings shall be organized and structured to ensure efficient functioning, and shall follow a parliamentary procedure such as Robert's Rules of Order. The minutes of Board meetings shall be available to MGAA members.
- B. Committee meetings are to be held as needed.
- C. A general meeting for MGAA members ("Members' Meeting") shall be held no fewer than six times per year. The members present shall constitute a quorum for purposes of conducting general business of MGAA.
- D. The "Annual Meeting" of MGAA shall be held in May each year, in which the President and the Treasurer shall be prepared to give a presentation on the state of MGAA to the membership at large. The members present shall constitute a quorum.
- E. Special meetings may be called for any necessary purpose.

ARTICLE VII: NON-DISCRIMINATION POLICY

Pursuant to Title VI of the Civil Rights Act of 1964, Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, MGAA recruits, employs, assigns, and promotes staff; terminates employment; accepts volunteers and board members; determines rates of pay and other benefits without discrimination on the basis of age, gender, sexual orientation, disability, ethnic identity, religion, or creed.

ARTICLE VIII: AMENDING THE BYLAWS

Modifications to the bylaws may be proposed by any member. The Board of Directors shall vote to determine what proposed amendments warrant furtherance, and shall present those accordingly to the members at large for review. With at least thirty days' notice to the membership and all interested parties, the proposed amendment shall be presented at the next possible Members' Meeting for approval. Approval shall require a majority vote of those members present, as according to the rules herein.

ARTICLE IX: EFFECTIVE DATE

These bylaws shall become effective when adopted by a vote of the members at large.