

# Iowa Artists By-Laws

Revised March 2025 ( Iowa Artists is termed as

"IA")

## 1. Activities of the "IA"

### 1.1 Purpose and Scope

The activities of the "IA" shall, when funds are available, be as follows in furthering its *educational* purposes:

- Production of a quarterly digital newsletter with information on available Regional, State, and Online Shows among other opportunities. This will be posted on the website, the "IA" Facebook Group, and emailed to members.
- Facilitate the exchange of information among members, including but not limited to the "IA" website, Facebook, e-mail, or other means.
- Sponsorship of regional and state adult art exhibits.
- Sponsorship of awards at regional and state adult exhibits.
- Sponsorship of regional and state adult art workshops.
- Any other activities that the Board of Directors determines are in keeping with the purposes of this organization.

## 2. Membership

### 2.1 Eligibility for membership

- The individual must be 18 years or older.
- The individual must maintain an Iowa residence with an Iowa mailing address, even if they do not live in the state of Iowa 12 months out of each year.
- The individual must be of good report.
- The individual must have an interest in the purpose of the organization, related to the activities or goals of "IA".

### 2.2 Effective Date of Membership

Membership becomes effective with payment of annual dues.

### 2.3 Contact Information Requirements

Each Member must provide "IA" with their mailing address and, if available, email address and advise "IA" in writing of any change thereof.

### 2.4 Termination of Membership

A person ceases to be a Member:

- (a) by delivering their resignation in writing to "IA".
- (b) on their death.
- (c) on being expelled as outlined in section 2.5; or
- (d) on having been a Member not in good standing after the annual meeting at the State Show.

## 2.5 **Expulsion Process**

Any member may be expelled by a motion passed by a two-thirds majority of acting Directors. The member who is the subject of the proposed expulsion will be provided with written notice of the proposed expulsion and be given an opportunity to be heard by the Board of Directors before the motion is put to a vote.

## 2.6 **Good Standing Requirements**

A member who has failed to pay their current membership fee or any other debt due and owing to "IA" is not in good standing for as long as their membership fee or other debt remains unpaid. A member not in good standing may not vote or participate in shows and other events held by "IA".

## 2.7 **Submission of Member Propositions**

Any member may submit, in writing to the Board of Directors, any proposition that may promote the success of "IA", or present it directly to the annual meeting.

# 3.3 **Membership Dues**

## 3.1 **Establishment of Dues**

Membership dues shall be established by the Board of Directors.

## 3.2 **Dues Payment Period**

Dues are for the year January 1 to December 31.

## 3.3 **Prorating for New Members**

New members joining after June 1 shall have dues apply for the next year.

## 3.4 **Lapsed Membership**

Any member in arrears of dues after the annual meeting at the State Show shall be considered as having resigned.

# 4. **Board of Directors**

## 4.1 **Role of the Board**

The Board of Directors, consisting of the nine officers and four directors shall conduct the affairs of "IA" by attending board meetings and expressing ideas that would be of benefit to the organization.

#### **4.2 Composition of the Board**

The Board of Directors shall consist of the nine officers and four directors, each of whom have one vote, and the Past-President, who acts in an advisory capacity only and has no vote. Board of Directors can carry out business without all members present, provided that a quorum of 7 has been met.

#### **4.3 Commencement of Director Terms**

The term of office of newly appointed Directors shall commence at the annual State Show meeting.

#### **4.4 Board Membership Requirement**

A Director must be a member of "IA".

#### **4.5 Reimbursement and Remuneration**

Directors may be reimbursed for reasonable expenses incurred in connection with the business of "IA", but otherwise no remuneration shall be paid to any Director.

#### **4.6 Designating Back-up Roles**

Upon the first meeting of the new board of directors, back-up roles will be formalized and designated with at least one back-up person for each role, based on the skills and experience of each board member.

#### **4.7 Definition of Board Offices**

The Board of Directors of "IA" shall consist of the President, Vice-President, Secretary, Treasurer, Membership Chair, State Show Chair, Newsletter Editor, Digital Chair, State Workshop Chair, and four board members-at-large.

#### **4.8 Full Board Oversight**

Oversight by the full Board of Directors is required for any change that affects the mission, vision, or major policies of the organization; significant Financial Decisions (major purchases over \$200 annual commitment, new program initiatives with substantial budgets, or incurring debt); and amending bylaws, electing or removing board members, and approving the annual budget.

#### **4.9 Executive Board Authority**

An Executive Board composed of the President, Vice President, Secretary, and Treasurer can act on behalf of the full board between regular board meetings for routine or time-sensitive decisions.

#### **4.10 Scope of Executive Board Decisions**

The Executive Board can make decisions around administrative or operational expenditures under \$200 (over an annual commitment), approve contracts for budgeted items, approve judges to be added to Regional or State Show lists, etc.

**4.11 Documentation of Executive Board Actions**

Executive Board decisions should be documented (e.g., meeting notes or written resolutions) and presented at the next full board meeting for ratification, or “noted for the record,” depending on state laws and bylaws.

**4.12 Communication of Executive Decisions**

Summaries of Executive Board decisions will be included with board meeting minutes to keep all board members and, if appropriate, the membership informed.

**4.13 Filling Vacancies**

In the event of a vacancy in an office, the President shall appoint, with the approval of the Executive Board, a member in good standing to fill the remainder of the unexpired term. Such approval may be had between meetings by e-mail, letter, text or phone call to expedite the matter.

**4.14 Term Lengths**

The President, Vice-President, Secretary, Treasurer, Membership Chair, State Show Chair, Newsletter Editor, Digital Chair and State Workshop Chair shall be elected for a term of two years. Directors shall be elected for a term of two years, offset annually two per year, providing a rotating cushion of experience for "IA". President, Vice-President, Secretary, Treasurer, Membership Chair, State Show Chair, Newsletter Editor, Digital Chair and State Workshop Chair shall be elected coterminous (Common Boundary Line).

## **5. Election of Board of Directors**

**5.1 Nominating Committee**

The Board shall appoint a Nominating Committee and define its terms of reference, which shall include the preparation of a slate of candidates for the Board for upcoming elections and making recommendations to the President on replacements of Board Directors in the instance of a vacancy.

**5.2 Election by Majority**

The Board shall be elected by the majority of members voting at the Annual Meeting (State Show).

**5.3 Director Disqualification**

A Director ceases to be a Director if that person:

(a) resigns their position by delivering a written notice to "IA";

- (b) ceases to be a Member of "IA";
- (c) has been removed from office by special resolution;
- (d) does not attend three consecutive properly called meeting of the Board without reasonable cause.
- (e) Board members who miss three consecutive meetings without reasonable cause or are unresponsive to 5 combined email and phone calls from the President over the course of 4 weeks without notice may be subject to removal by a majority vote.

## **6. Meetings of Directors**

### **6.1 Frequency of Board Meetings**

There shall be minimally two Board of Directors meetings annually. At least one meeting (annual Spring General Meeting, held at the State Show) will be in person, others may be conducted on-line through Zoom or other appropriate applications.

### **6.2 Quorum Requirements**

To qualify as an annual meeting, a quorum of 25 members will be necessary. At meetings of the Board of Directors, a quorum shall consist of 7 Directors.

### **6.3 Notice of Meetings**

Notice of any meeting of the Directors must be given to each Director not less than seven days before the meeting is to take place.

## **7. Officers**

### **7.1 President ± 2-year term**

It shall be the duty of the President to preside at all the meetings of "IA" impartially and fairly, supervise all the activities of "IA" either directly or indirectly to the best of their ability, and sign all vouchers drawn on the treasury (see Board of Directors). The President is to preserve materials relating to the history of "IA", keeping them available to others in an appropriate manner.

Shares access with the Secretary and/or Treasurer to all documentation and accounts for ease of transfer.

### **7.2 Vice President ± 2-year term**

It shall be the duty of the Vice-President to assist the President in the discharge of duties, and assume the same during the President's absence. In the event that the Vice President feels there is a need to undertake a special project, it must be approved by the Board first. Special projects could include By-laws revisions, a fall event for the regions

in whole or part, or any other activity the Board deems useful and necessary. There will be automatic succession to the Presidency.

### **7.3 Secretary ± 2-year term**

It shall be the duty of the Secretary to keep the minutes of all proceedings for the meetings of "IA", and shall be in charge and control of the records of "IA", except those records which fall under the duties of other "IA" officers.

### **7.4 Treasurer ± 2-year term**

It shall be the duty of the Treasurer to receive all money due "IA", pay all bills when authorized by the President, keep an accurate record of all income and expenses, and issue an annual Financial Statement shortly after the close of the fiscal year (as defined in 10.2). The Treasurer shall also handle all legal Government or tax forms, and turn over records for an audit at any time.

### **7.5 Membership Chair ± 2-year term**

It shall be the duty of the Membership Chair to assemble names of prospective members, distribute literature and forms via mail, in person, or electronic transmission, or otherwise encourage membership to "IA". The chair shall maintain an electronic file of current membership and dues paid. The Membership Chair shall maintain and provide an electronic mailing list to the Newsletter Editor. The Membership Chair shall provide a regional list of members to the Regional Show Chairs prior to Regional Shows.

### **7.6 State Show Chair ± 2-year term**

It shall be the duty of the State Show Chair to ensure there is a Regional Coordinator for each region (helping to identify one if one has not been elected), send each Regional Coordinator a packet with all the forms and ribbons necessary for each regional show; to provide information on both the regional and state show, and to help answer any questions about the regional shows.

### **7.7 Newsletter Editor ± 2-year term**

It shall be the duty of the Newsletter Editor to gather news, pictures, drawings or other materials of interest to the membership, minutes of meetings, treasurer's reports, legal notices and lists of memberships for inclusion in the newsletter. He/she shall also design the layout and edit the newsletter for distribution via electronic means, such as the "IA" website or email, or in print.

### **7.8 Digital Chair ± 2-year term**

The Digital Chair is responsible for the regular upkeep and updating of the official "IA" website and social media platforms. This includes working closely with other officers and "IA" members, as needed, to ensure that content is accurate, timely, and engaging. The Digital Chair will oversee the coordination of digital communication efforts and may be tasked with additional duties related to online presence as assigned.

### 7.9 State Workshop Chair ± 2-year term

It shall be the duty of the State Workshop Chair to plan Iowa Artists workshops throughout the state, option to recruit Regional Workshop Chairs, maintain a list of instructors and handle budgeting for the workshops as well as advertising.

### 7.10 Members-at-Large ± 2-year term

Members-at-large shall conduct the affairs of "IA" by attending board meetings and expressing ideas that would be of benefit to the organization. They may work on projects as agreed to by the officers, and execute all decisions made by the membership.

## 8. Other "IA" Positions

### 8.1 Regional Show Coordinator ± 1-year term

It shall be the duty of each Regional Show Coordinator to appoint a show chairman, site, and competent judge; oversee setup procedure and supervise overall activities of the show; collect the show's results for submission in the "IA" Newsletter, promote membership and instruct members about the activities of "IA" in their region and distribute information about upcoming "IA" shows to news media throughout the region. The next year's Regional Show Coordinator is elected at the current year's show.

### 8.2 Nominating Committee ± 1-year term

The Nominating Committee shall consist of three members, one of whom is the designated Chair. Members should be well represented geographically, if possible. Appointments are to be made no later than four months before the annual meeting.

- Duties: To assemble names of potential candidates and to contact each such person to verify if he/she will be a candidate.
- Slate: The committee shall then prepare a slate of candidate names to be presented for election and provide space for write-in candidates.
- Presentation of the Slate: The Chair of the committee shall send the slate to the Newsletter Editor and the President.
- Accounting of the Vote: The Chair of the committee shall count the votes and send the results to the President, the Digital Chair and the Newsletter editor.

## 9. Voting Procedure

### 9.1 Electronic Meetings and Quorum

Board of Directors may hold the board meetings via electronic means or conference call. A quorum of 7 must be met to carry out business. Votes by the Board may be officially cast on an issue by electronic submission to the President and Secretary.

## 9.2 **Voting Methods**

Voting on candidates or any main issue of "IA" shall be by either written ballot (preferred) or electronic means if necessary for safety and expediency. All "IA" members will be notified no less than 2 weeks prior to an impending vote via mail or electronic means. Board members will vote within 7 days of an issue being raised.

## 9.3 **One-Vote Rule**

Each active member may cast one vote for any one candidate or on any one issue.

## 9.4 **Announcement of Results**

Results of the vote shall be noted in the minutes, posted on the "IA" website, "IA" Facebook Group and in the first newsletter after the vote.

## 9.5 **Transition of New Officers**

New officers shall receive information to familiarize themselves with their duties from the President. They shall be introduced at the State Show, and take over their positions at that time.

## 9.6 **Implementation of Approved Measures**

Any issue voted on shall become "IA" policy/or not after the results are posted on the "IA" website and "IA" Facebook and in the next newsletter issued after the vote.

# 10. **General**

## 10.1 **Amending the By-laws**

These By-laws cannot be changed or amended except by a two-thirds majority of the Directors at any regular meeting, or special meeting called for that purpose. A minimum of 30 days notice to review and prepare for a vote is mandatory.

## 10.2 **Fiscal Year Definition**

The fiscal year of "IA" shall be January 1 to December 31.