

Governance *By laws*

Contents

Article One, Name	3
Article Two, Purpose	3
Article Three, Membership	3
Article Four, Board of Directors	3
Section one, The Board	3
Section Two, Board Responsibilities	3
Section Three, Advisory Board	3
Article Five, Officers	4
Section One, Executive Officers	4
Section Two, Executive Committee	4
Article Six, Nominations & Elections	4
Article Seven, Committees	5
Article Eight, Meetings	5
Section One, Board Meetings	5
Section Two, Parliamentary Authority	5

Article One, Name

The name of the organization shall be Columbia Art League, Inc., a non-profit corporation, registered with the Secretary of the State of Missouri.

Article Two, Purpose

The Columbia Art League, Inc. (CAL) is dedicated to the encouragement and support of active community participation in the creation and appreciation of the visual arts.

Article Three, Membership

CAL is a member organization, where there shall be no limit to the numbers of members of this organization. Membership shall not be restricted with respect to race, creed, gender, nationality, religious beliefs or sexual orientation.

Article Four, Board of Directors

Section one, The Board

There shall be a Board of Directors consisting of up to eighteen members who shall serve a three year term, with the option to serve an additional term. The Board of Directors shall be made up of the Executive Officers and Members at large, whose individual responsibilities are defined in Appendix 1. Terms shall be staggered to ensure continuity in the operation of the Board of Directors. Terms will coincide wherever possible with the fiscal year, Jan □ Dec.

Board Members who are appointed to fill a vacancy will serve for the remainder of the unexpired term before beginning their own term. The Board retains the right to replace any Board member who is either inactive or unable to complete the responsibilities of a Board Member; the termination of a term may only be by majority vote.

Section Two, Board Responsibilities

The Board is ultimately responsible for all policies and procedures which affect CAL and its operation. The Board of Directors shall exercise such other and sundry powers as required to discharge its responsibilities and to ensure CAL can carry out its purpose, including but not limited to the appointment and termination of its own employees; the receipt, investment, management and usage of all finances, gifts, bequests, and other assets; the lease, purchase or disposition of equipment and facilities, real and personal, required for effective operation; and in general, the application and management of all CAL assets, tangible and intangible, to the highest and best purposes of the organization.

Section Three, Advisory Board

The Board of Directors may appoint an Advisory Board consisting of interested individuals selected from the membership and / or community to advise the Board as needed.

Article Five, Officers

Section One, Executive Officers

Executive Officers of this organization shall be the President, Vice-President, Secretary and Treasurer. These officers shall constitute, and be known collectively as the Executive Committee of the Board of Directors.

Each office may be held by an elected member of the Board of Directors for a term of one year. The President, Vice-President and Treasurer shall serve no more than two consecutive one-year terms; the individual elected to the office of Secretary may be re-elected without limitation.

The President shall be the Chief Executive Officer (CEO) of the Executive Committee, and of the Board of Directors; as such shall preside over all meetings. The President shall appoint all committees and shall be an ex-officio member of all committees. The President shall make an annual report to the membership at the Annual Meeting.

The Vice-President shall preside and perform the duties of the President in the absence of the President, and shall perform all other duties as may be assigned by the President.

The Secretary shall maintain an accurate record of all of the proceedings of the meetings of the Executive Committee, and of the Board of the Directors. The Secretary shall keep the Policy and Procedure manual and the Membership List current.

The treasurer shall be the Chief Financial Officer (CFO). The Treasurer shall oversee the receipt, management and expenditure of funds of the organization; and present financial reports at regular meetings of the Executive Committee and of the Board of Directors.

Section Two, Executive Committee

The executive power of the organization shall be vested in the Executive Committee, which shall have the power and authority to transact such business as may arise. The Executive Committee shall meet as regularly as needed to perform its duties and report its actions and recommendations to the Board of Directors.

Article Six, Nominations & Elections

A Nominating Committee shall be appointed annually by the President, subject to the approval of the Board. This committee shall submit a slate of Officers and Board of Directors to the current board members for approval by majority vote.

Any vacancy occurring in the Board of Directors may be filled by a vote of the Board from candidates presented by the Nominating Committee or Executive Director or from nominations presented at the Annual Meeting by the membership.

Article Seven, Committees

The following committees are standing: Artist / Gallery / Exhibition, Art in the Park, Education, Finance & Audit, Fundraising & Membership, Governance & Nominating, Hospitality, and Marketing.

A member of the Board of Directors will be appointed to chair each of these committees, with the exception of the Art in the Park and Hospitality committees, who will be chaired by the Executive Director. Committee chairs are empowered to appoint individuals to their committees in a manner befitting the continuing needs of the organization, further expectations of these committees are documented in Appendix 2. Additional ad-hoc committees; shall be appointed to address the short-term needs of CAL as required.

Article Eight, Meetings

Section One, Board Meetings

Meetings of the Board of Directors shall be held at least quarterly. A majority of the Board of Directors shall constitute a quorum. Additional meetings of the Board may be called by the currently serving President as needed and must be called upon receipt of a written request of five Board Members. An Annual Meeting of Columbia Art League shall be held on a date to be set by the Board of Directors, at which time all officers of the Board of Directors shall be elected.

Section Two, Parliamentary Authority

The rules outlined in the most recent edition of Robert's Rules of Order Newly Revised shall constitute the authority for parliamentary procedure of CAL when an issue is not addressed by the By Laws.