



**Tidewater Art Alliance**  
For Visual Artists

# **Organizational Manual**

**Notice: words, sentences and paragraphs in bold or italic script are copied directly from TAA Bylaws. Any changes to these can be made only when/if very specific instructions are followed.**

## **TAA**

### **Mission Statement**

The mission of the alliance is to support, promote and develop the visual arts in the Tidewater area. This includes encouraging communications about the visual arts among artists, art organizations, governments, art patrons and the public. The alliance also undertakes programs and exhibitions, which advance the visual arts and their role in daily life.

Members of the alliance are serious in their interest and intent of developing, improving, supporting, assisting and contributing to the artistic growth of artists and enhancing the regional cultural life as a result of these efforts.

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# History



*Cofounder  
Miss. Irene Leach*

The origin of The Tidewater Art Alliance, as well as many other positive influences to the arts in Norfolk, such as the Chrysler Museum, came primarily through the work and dedication of several prominent women.

It all started with two talented teachers, Miss Irene Leache and Miss Anna Cogswell Wood, after they moved to Norfolk in the decades following the Civil War. Together they founded the **Leache-Wood Female Seminary** in 1871.

In 1901, the alumnae of the seminary founded the **Irene Leache Memorial** to support artistic projects in the area. The **Norfolk Society of Arts** evolved from the Memorial in 1917. Soon after in 1924, a group of women that were members of the Arts Society and were at the time studying painting in the Arts Club Building at 622 Mobray Arch, created the **Art Corner**.

Exhibitions were held in the Norfolk Museum of Arts and Sciences from 1940 until it became the Chrysler Museum in 1971. These shows were large, regional exhibitions that alternated with the Irene Leache Exhibition, which. The association played a leading role in the establishment of Norfolk's d'ART Center and operated the Tidewater Artists Gallery at d'ART from 1986 through 1989. Today, the association continues its rich history of over 100 years by sponsoring such events as the **Miniature Exhibition**, the annual **Portfolio Exhibition**, **Member** and **Theme Exhibition** and the Yetta Bornstein Memorial Award to student artists. Regardless of whether they are a working artist, a student artist or a lover and supporter of the visual arts, the public is invited to become members of the association. The membership is an all-volunteer group and member participation is expected in order to sustain a vigorous program of benefits to the entire community.

The Name:

## **TIDEWATER ART ALLIANCE**

**For Visual Artists**

Referred to hereinafter as “TAA”

The Alliance is a nonprofit organization of artists, patrons and benefactors of the visual arts.

### **I. PURPOSES AND ACTIVITIES**

*The affairs and activities of Tidewater Art Alliance (the “Corporation”) shall be carried out at all times for the purposes and in accordance with the terms set forth in its Articles of Incorporation and these Bylaws and in conformity with all applicable provisions of the Internal Revenue Code of the United States affecting non-profit organizations qualified under Section 501(c)(3) of the Internal Revenue Code*

TAA is an alliance of visual artists and patrons of the arts. The purpose of TAA shall be to support, develop and promote the visual arts in the Hampton Roads area.

### **II. FUNCTIONS**

The functions of TAA shall include the following:

- A. To stimulate communications about visual arts among artists, art organizations, local governments, and the public in the region.
- B. To undertake programs which strengthen the role of visual arts in the daily lives of individuals living in or visiting the region.
- C. Provide for the periodic publication of a newsletter ARTLINE, to be distributed to all members, other persons and/or organizations as the Board authorizes.
- D. Maintain the TAA website (taava.com) with information and links to the members websites.

### III. MEMBERSHIP

*Membership in the Corporation shall be open to any person, corporation, municipality or other organization paying such dues as may be required by, and meeting such qualifications as may be established by, the Board of Directors.*

*The Corporation is to have the following classes of Members:*

- *Student*
- *Individual,*
- *Family*
- *Patron*
- *Honorary*

Qualifications: Anyone who was a member of TAA in the past and has brought some significant contribution to the organization.

Requirements; He/She must be nominated by a current member in good standing. The nomination needs to be brought before the board of directors for approval. The appointment is for lifetime.

Honorary members can hold volunteer positions and can participate in all unpaid events without paying an active membership fee. He/she will also receive our Newsletter and will have their name published in our membership roster. (2/12/07)

*Each Member shall pay such dues as may from time to time be set by the Board of Directors in accordance with the Bylaws. Each Member shall have full voting rights, except for Honorary Members who shall not have any voting rights. A meeting of the Members shall take place once a year for the election of the Officers of the Corporation by the Members.*

#### CLASSIFICATION

*A. Student - any person who is enrolled full-time in a school.*

*B. Individual*

- a. Active (members actively participating in the organization and volunteering)
- b. Passive (members who do not volunteer)

*C. Family*

- a. Active (members actively participating in the organization and volunteering)
- b. Passive (members who do not volunteer)

*D. Patron - any person wishing to contribute \$100 or more for the encouragement of visual arts and the purposes of TAA*

*E. Honorary free membership - Such members shall not exceed 10% of the total membership.*

Honorary membership is a free membership awarded (no charge for being member) without voting rights.

**Qualifications:** Anyone who was a member of TAA in the past and has brought some significant contribution to the organization.

**Requirements;** He/She must be nominated by a current member in good standing. The nomination needs to be brought before the board of directors for approval. The appointment is for lifetime.

Honorary members can hold volunteer positions and can participate in all unpaid events without paying an active membership fee. He/she will also receive our Newsletter and will have their name published in our membership roster.

- a. Honorary Board Member \$ 1, 000.
- b. Benefactor \$ 10, 000.

### **CORPORATE SPONSORS**

Include corporations, municipalities or other organizations with a minimum donation of \$ 1,000 per fiscal year. The corporate sponsors do not have any voting rights because they are not considered members.

### **IV. FISCAL MATTERS**

- a. *Fiscal year - The fiscal year shall commence on July 1 and end on June 30.*
- b. Annual budget - The annual budget shall be approved by the Board of Directors in September; prior to the fiscal year for which the budget is applicable.
- c. Dues – Shall be set annually by the Board of Directors. The Finance Committee shall advise the Board accordingly.
- d. Assessment of dues - Members shall be assessed dues once in June of each year. Invoices shall be mailed to each member before July 30<sup>th</sup>. Dues shall not be prorated.
- e. Delinquency of dues - Any member who didn't pay required fee will be notified of their delinquency by the Membership Chairperson.
- f. Auditing - All financial records shall be audited periodically. A report of the audit shall be made to the Board of Directors. Two (2) boards of directors or a majority of members can request an audit for just cause.
- g. Dissolution of the Corporation - In the event of the dissolution of the corporation, for any reason, its remaining assets, if any, shall be distributed in accordance with the provisions in the Articles of Incorporation of TAA.

## V. MEETINGS OF THE GENERAL MEMBERSHIP

- A. *An Annual Meeting - An annual meeting for the election of officers and directors of TAA shall be held second Sunday in May of each year.*
- B. Special Membership Meetings - the President shall call special meetings as necessary; or when he/she is asked to do so by a majority of the members of the Board of Directors.
- C. Notices of meetings - Notices of all meetings of the general membership shall be given by telephone or written and mailed or emailed to each member not less than 5 days before the date of the meeting. Notification of special meetings shall include a statement of the purpose for which the meeting is being called.
- D. Quorum - A quorum at any annual or special meeting of the general membership shall consist of 15 voting members of TAA.

## VI. BOARD OF DIRECTORS

### Election and Removal

- A. The Board of Directors - The activities, properties and affairs of TAA shall be managed by a *Board of Directors consisting of a minimum 3 and maximum of 12* members representative of all sectors of the community. *Each director will serve for a term of one (1) year or until his or her successor is elected*
- B. *The Board of Directors shall hold a regular meeting annually on the second Thursday of September at the registered office of the corporation, or at such other time and place as the President or, in his/her absence, the Secretary may designate.*
- C. *Directors shall be appointed from time to time by a majority vote of the Officers.*
- D. New Directors should be announced in the newsletter Artline following his or her appointment.
- E. Term of office - Each Director, including officers, shall serve a term of one year
- F. Directors, including officers, shall be eligible for reelection upon the expiration of their respective terms.
- G. *Any director may resign at any time, or may be removed from office with or without cause by vote of a majority of the entire Board.*

Vacancies - A vacancy during the year on the Board of Directors shall be filled by appointment of the majority vote of the Officers. TAA board of directors should participate in other volunteer jobs beside the board position.

**VII. MEETINGS – NOTICE – QUORUM – PRESUMPTION OF ASSENT.**

- A. The quorum at any meeting of the directors shall consist of a majority of the entire membership of the Board. A majority of those present at a meeting at which a quorum is present shall decide any question that may come before the meeting, unless otherwise prescribed by law, the Articles of Incorporation or these Bylaws. Each director shall be entitled to one (1) vote on all matters*
- B. A director of the Corporation who is present at a meeting of the Board of Directors when any action is taken is deemed to have assented to the action taken unless he votes against or abstains from the action taken, or he has objected at the beginning of the meeting, or promptly upon his arrival, to the holding of the meeting or transacting specified business at the meeting.*
- C. Any such dissenting votes, abstentions, or objections shall be entered in the minutes of the meeting.*
- D. Annual Meeting of the Board of Directors shall be held the 2nd Thursday in September at the registered office of the corporation, or at such other time and place as the President or, in his/her absence, the Secretary may designate.*
- E. Special meetings of the Board of Directors may be held at any time or place and may be called by the President, or by any two (2) directors, or may be held, without notice, with the unanimous written consent of all of the directors or by the presence of all of the directors at such meeting.*

**VIII. DUTIES - The Board of Directors shall:**

1. Transact the general business of TAA.
2. Establish major administrative policies governing the affairs of TAA and devise and implement measures for growth and development.
3. Provide for the financial health of TAA and the adequate funding of its approved programs.

Additionally:

- Regularly attend board meetings and important related meetings. In case of inability to attend he/she needs will advise the President/Chairman as soon as practical).
- Make a serious commitment to participate actively in committee work.
- Volunteers for and willingly accepts assignments and completes them thoroughly and on time.
- Stays informed about committee matters.
- Prepares themselves well for meetings, and reviews and comments on minutes and reports.
- Gets to know other committee members and builds a collegial working relationship that contributes to consensus.
- Is an active participant in the committee's annual evaluation and planning efforts.
- Participates in fund raising for the organization.

## **IX. OFFICERS (duties)**

*The officers of the Corporation shall consist of a President, Secretary and a Treasurer, all of whom shall be appointed by and serve at the pleasure of the Board of Directors. In addition, the Corporation may have such other officers, including one or more Vice-Presidents, as may be appointed from time to time by the Board. The Board or the President may appoint assistant Secretaries and Assistant Treasurers from time to time.*

1. President. *The President shall preside at all board and membership meetings, shall make reports to the Board of Directors, shall have general supervision of the business and affairs of the Corporation, and shall possess such powers and perform such duties as are incident to the office, subject to the direction of the Board of Directors.*

Additionally;

- Provides leadership to the Board of Directors and chairs meetings of the Board after developing the agenda.
- Encourages Board's role in strategic planning.
- Acts as signatory on bank checks and is a second signatory in amounts of \$ 1,000 or more.
- Appoints the chairpersons of committees, in consultation with other officers or board of directors.
- Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
- Monitors financial planning and financial reports.
- Plays a leading role in fundraising activities.
- Evaluates annually the performance of the organization evaluates the effectiveness of the Board members and in achieving its mission.

2. Secretary. *The Secretary shall serve as secretary of the Board of Directors. The Secretary shall keep the minutes of all meetings of the Board of Directors; attend to serving and giving all notices of the Corporation; have charge of the corporate seal, the membership certificate records, and such other books, records, and papers as the Board of Directors may direct; and perform such other duties as may be incident to the office or as may be prescribed by the President. If Assistant Secretaries are appointed, each such officer shall be authorized to perform the functions of the Secretary upon the request or absence of the Secretary*

Additionally;

- Maintains records of the board and ensures effective management of organization's records
- Manages minutes of board meetings and general membership meetings.
- After each meeting she/he shall mail (email) his/her minutes to the president.
- Ensures minutes are approved and then distributed to officers shortly after each meeting (by email)
  
- Is sufficiently familiar with legal documents (articles, by-laws, IRS letters, etc.) to note applicability during meetings

3. Treasurer. *If appointed, the Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements in books belonging to the Corporation; shall have the care and custody of all funds and securities of the Corporation; shall disburse the funds of the Corporation as may be ordered by the Board of Directors or the President; and shall perform such other duties as may be incident to the office or as may be prescribed by the President.*

Additionally:

- Manages finances of the organization.
- Administers fiscal matters of the organization.
- Provides an annual budget to the board for members' (directors) approval.
- Ensures development and board review of financial policies and procedures.
- Attends general meetings and exhibition opening as much as possible.
- Provides a monthly treasurers report.
- Acts as signatory on bank checks and is a second signatory in amounts of \$ 1,000 or more.

4. Vice-President(s). The *Vice President*, or the first Vice President in the event there is more than one, shall act in place of the President in the event of the absence or inability to act. All Vice Presidents shall have such powers as those that the President or the Board of Directors may determine. The VP may or may not be part of the board of directors.

Additionally:

- Will be able assist the president in special projects, also will be able to step in temporarily for the position of an executive officer if needed.
- Reports to the President.
- Works closely with the Chairs and other volunteers.
- Participates closely with the Chair to develop and implement officer transition plans.
- Performs other responsibilities as assigned.

### **Second Third or other Vice President**

- He/she will have specific responsibilities assigned to them by the president or the board of directors.

5. Other Officers. *Other officers of the Corporation appointed in accordance with these Bylaws shall have such authority and duties as may be prescribed by the Board of Directors or by the officer appointing them or as may generally pertain to their respective offices.*

## **X. OFFICERS OR AGENT REMOVAL**

*Any officer or agent may be removed, with or without cause, at any time whenever the Board of Directors in its absolute discretion shall consider that the best interests of the Corporation will be served thereby. The directors at any regular or special meeting may fill vacancies in an office.*

## **XI. EXAMPLES OF JOB DESCRIPTIONS FOR OTHER DIRECTORS**

### **News letter Editor**

#### **NEWSLETTER EDITOR & NEWSLETTER GUIDELINES**

The TAA's monthly newsletter, **ARTLINE**, is printed 10 times during the year (September-June). We start printing the first issue in late August for the September issue and our last printed newsletter is the June issue, printed in May.

The newsletter needs to be in our members' hands the first week of the month. (See time frame below.)

Editors responsibilities are to design layout, collect articles and have the newsletter ready for our printer in a timely manner so that he/she will be able to print and deliver to the mail coordinator on time (before the end of the month). Editor is also responsible for the content and the spelling and grammar in the entire newsletter. Editor needs to communicate with the printer, photographer and mailing coordinator and the president to assure that they will be able to print and deliver the newsletter by the specified date given by the mail coordinator. Design should be consistent with our website and brochure.

#### **Artline Guidelines of Content:**

**Classified Ads** should be art related and non-political. Examples to include: items for sale, personal instruction and specific classes.

#### **Announcements for Kudos:**

This is a spot where members can announce openings, shows, awards or other special recognition. Members can send picture(s) of work with an announcement or info. Kudos is a chance to spotlight members' achievements, but should not become advertising. Information about classes given by member or other news unrelated to honors should not be mentioned here, but possibly as a personal or business classified ad.

#### **Nonmember Announcements:** (based on free space)

The newsletter will announce shows, exhibits and openings that are free and open to public, at no cost.

TAA newsletter may print announcements of openings or simple press releases, but for photos to be printed and additional information given, current ad rates will apply for nonmembers.

Classes or presentations that are free and open to the public are not classified advertising and we are happy to print them free of charge. Press releases from other art organizations and galleries may be printed if there is space available.

Editor of newsletter may encounter issues that need to be clarified and become part of a permanent guide for the TAA newsletter.

## **PRIORITIES AND CONTENT OF TAA NEWSLETTER:**

- I. On left side: Board Listing & Executive Officers and Volunteers. (Please place Ad Rates somewhere else).
- II. Cell phone number needs to be listed with TAA website address and mailing address; P.O. Box.
- III. Letter from the President should include photo. (front page)
- IV. TAA events; past and future
- V. Kudos (members only)
- VI. Paid classifieds
- VII. Call for Artists; abbreviated version with contact information.
- VIII. Classes or presentations – those that are free and open to the public.
- IX. Press releases from other art organizations and Galleries.

## **WHEN YOU DESIGN THE NEWSLETTER:**

Please double check the information and then print one issue to check the design and look of the newsletter before you forward it to the president.

### **IMPORTANT DATES TO REMEMBER AND TO FOLLOW:**

- **15<sup>th</sup> of each month** is the last date for submission articles, kudos (cut of date).
- **20<sup>th</sup> of each month** – send finished newsletter for final check to president and possibly other editors.

President of TAA may finish these steps for you if there is a press for time and the newsletter is behind schedule. If not approved, the **Artline** is sent back to the editor for further processing.

- **22<sup>nd</sup> of each month** – approved newsletter goes to printer for printing in PDF files

### **CHECK WITH THE PRINTER THAT HE RECEIVED AND ASKED WHEN WE CAN EXPECT IT.**

- **Inform the mailing coordinator and membership chair and webmaster** – newsletter is in print by email and attached **Artline**.
- **By 25<sup>th</sup> of the month – Printer** needs to have the newsletters out, on the way to the mailing coordinator.
- **No later than 26<sup>th</sup> of each month,** the newsletter should be in the hands of mailing coordinator.
- First of the next month, the newsletter should be on the way to members.

From this point on, the mailing coordinator will have the responsibility of getting the newsletter into our members hands in first week of the month.

## **Webmaster**

Webmaster will maintain the website of TAA according to rules described below. September 1<sup>st</sup> of each year major updates need to be done to the website - member website links (membership coordinator - will provide a new roster). Further; new officers, board members as well as up coming shows and meetings should be added, and if required, updates to the membership application.

1. He/She is responsible for grammar and spelling in the website
2. Site needs to be updated minimally twice a month. The first time, before a meeting or exhibition and the second, after meetings or exhibitions with photos to the Photo gallery and jurors statements. The gallery should be updated within 5 days after exhibition.
3. Webmaster needs to communicate with Artline Editor and Photographer in order to have all necessary updates up in timely matter.
4. Any other links to the website beside members needs to be approved by the president or VP in charge of communication.
5. Posting newsletter - First of each month (if possible) after the issue of Artline is printed.  
Before TAA exhibition prospectus needs to be available for members on website.
6. Call for artist for other than TAA show may be linked to the website at the webmasters discretion. This is to benefit the members – not to advertise other organizations.

## **Webpage**

1. Home page - should have TAA address and phone number.
2. Design and color cohesion and coordinated with other TAA publications (Artline, Brochure...)
3. Fonts and text color and background should be same through out the entire website
4. Calendar page- should have all planned events for the physical year.  
- should be updated monthly, announcing upcoming TAA events and openings.
5. Gallery updates – new event/exhibition will replace the old one from previous year
6. Newsletter- only 2 issues will be linked to the site. Current and previous, each new issue will replace the old one. (No later then 26<sup>th</sup> of each month.)
7. Any other links beside members needs to get Presidents or other appointed officer overlooking the site approval.

### **Former President** (*Ex-Officio*)

The former TAA president is expected:

- A. to advise the current president about procedures in the organization based on past experience
- B. to support the new president even through disagreements or differences of opinion. The membership needs to feel consistent, strong leadership
- C. to help with shows and programs if necessary
- D. to help with recruiting volunteers and new members
- E. to be public relations advocate for TAA
- F. to help the current president in ensuring the current and future success of TAA

### **Photographer**

There could be two or more photographers; if there are 2 or more, they need to work closely together.

#### **Before each TAA exhibition/event:**

- Decide who will be going to cover the event (if there are 2 or more).
- Photographs are made of the exhibit, award ceremony with the winners, and of the winning art work.
- The photos in JPEG format are emailed to the Artline editor, webmaster and the president. If we have historian, he/she will also need to be included in emailing.
- The photos need to be emailed in timely matter, within 5 days of the event.

If there are 2 or more photographers, they can divide the responsibilities accordingly.

## **XII. COORDINATORS**

### **Program Coordinator**

Will have the responsibilities to select speakers for monthly programs through out the year (TAA Programs offer interesting topics like how to frame or make slides of your artwork, art-lectures and mini workshops).

She/he plans programs for TAA to include:

- Selecting speakers with the approval of the president
- Making sure that equipment necessary for the presentation is available and functional
- Giving information about the program to Artline Editor by the 15th of each month before the actual presentation
- Introducing the presenter or arranging for introduction
- Thanking the presenter at the end
- Keeping a list of presenters

### **Membership Coordinator**

Membership Coordinator recommends membership recruitment strategies to the Board of Directors. He or she shall also direct any necessary membership activities as follows:

1. Maintain and update membership records.
2. Each year at the end of September, publish new membership roster or find member volunteer who will do it, and have it distributed to all members.
3. Each month (end of the month) (26) he/she provides mailing labels to mail coordinator for the newsletter.
4. Oversee recruiting activities

### **Mailing Coordinator**

The TAA's monthly newsletter, **ARTLINE**, is printed 10 times during the year (September-June). We start printing the first issue in late August for the September issue and our last printed newsletter is the June issue, printed in May.

He/She is responsible for mail going out on time and also:

- Is in direct contact with the printer and membership coordinator
- Pulls together a group of volunteers who help with folding and assembling the newsletter
- Receives labels from the membership coordinator by the 26<sup>th</sup> of each month
- Purchases the stamps
- Mails the newsletter

There is a small window for this job, so the coordinator needs to keep on top of it.

- **The newsletter should be in the hands of mailing coordinator no later than 26<sup>th</sup> of each month.**
- **The newsletter should be on the way to members the first of the next month.**

### **Exhibition Coordinator**

He/she is responsible for locating and recommending volunteers to help with any and all exhibitions sponsored by TAA using the membership roster.

Communicates directly with exhibition chair.

Before each TAA exhibition the coordinator should:

- find out from the chair what help he/she will need
- contact active members who volunteer to help with exhibitions
- have names and phone numbers of volunteers to be passed to the exhibition chair for further assignments.

After the exhibition:

She/He makes sure that all volunteers helping with the exhibition will get recognition for the help provided.

### **XIII. CHAIRS**

The Directors of the Corporation may establish special chairs, as the directors may deem necessary and appropriate for the conduct of its business. Each chair shall have purposes and responsibilities determine by the board of directors.

#### **1. SHOW OR EXHIBITION CHAIR**

Guidelines are provided in separate manual “**How to chair show**” and the president or the secretary will have it in possession.

#### **2. FUNDRAISER CHAIR**

Will be responsible for TAA fundraisers and creations of fundraising committee.

#### **3. PUBLIC RELATION CHAIR**

Shall publicize all TAA events through the TAA ‘Artline’ newsletter and public media.

#### **4. HOSPITALITY CHAIR** (year around position)

Will communicate with exhibition chair, and if there are 2 or more hospitality chairs, they need to work closely together.

He/she is responsible for locating and recommending volunteers to help with any and all exhibitions sponsored by TAA using the membership roster.

##### **Before each TAA exhibition/event:**

- finds out from the chair what help he/she will need
- contacts active members who volunteer to help with exhibitions
- names and phone numbers of volunteers will be passed to the exhibition chair for further assignments

##### **After the exhibition/event:**

Makes sure that all volunteers helping with the exhibition will get recognition for the help provided

##### **Can also obtain on behalf of TAA:**

- Food and wine donations
- Purchase dry goods (napkins, plates, cups)
- Purchase as needed, any additional food and wine

If there are 2 or more chairs, they can divide the responsibilities accordingly.

## 5.ARTISTIC /ART CHAIR

The volunteer position of **Art Chair** encompasses: keeping history of shows and a current juror list, advising particular show chair as needed, and working closely with non-juried and fundraising shows. In regard to non-juried shows or fundraising events, the **Art Chair** will ensure that the work submitted is clean and in acceptable condition and is framed and matted according to particulars for gallery or location.

Show chairs will be provided a list of jurors to select from; the **Art Chair** will keep and amend this list. The show chair will have the prerogative to select a juror that is not on the current list; the information can be noted and the juror added to list by the **Art Chair**.

Problem issues from past shows may be avoided by the **Art Chair's** ability to reference past show histories and create notes on present shows. The **Art Chair** will need to get information from the show chair to keep information up to date and to catch any discrepancies before the show opens.

Art Chair will:

- Keep updated list of jurors
- Keep list of galleries and contacts where TAA can exhibit
- Assist the show chair in finding a juror
- Help the president find appropriate gallery to have exhibits if needed.
- Keep documentation on jurors and galleries used by TAA

#### XIV. COMMITTEES

*The directors of the Corporation may establish such standing or special committees, as the directors may deem necessary and appropriate for the conduct of its business. Each such committee shall contain two or more committee members who shall be appointed by the directors for such terms and purposes as the directors shall determine*

1. The President with the approval of the Officers shall appoint chairpersons of committees. The Chairpersons shall serve until their respective successors are appointed. The Chairperson of each committee shall choose committee members. Everyone on the committee must be a TAA member in good standing. (All dues must be paid in full)
2. Committees may be established as:
  - a. Executive Committee - The Committee would consist of 3 or more Officers, the President, Secretary Treasurer, one or more Vice President(s), and Directors.
  - b. Program Committee - Shall create and recommend an annual program of major activities for TAA. The Committee shall also develop appropriate plans and strategies for increasing participation in the visual arts in Hampton Roads' communities.
  - c. Membership Committee - Shall recommend membership recruitment strategies to the Board of Directors. They shall also direct any necessary membership activities.
  - d. Finance Committee – consisting of no less than 2 Executive Committee members, the President and Treasurer (unless determined otherwise) shall prepare the annual budget for each fiscal year and shall distribute a copy to each Board member no less than 7 days prior to the September Board meeting after the annual membership meeting in September. The Committee shall also advise the Board as to the funds needed to support the operations of TAA. The Committee shall periodically review the budget, monitor cash flow and make necessary recommendations to the Board of Directors
  - e. Nominating Committee – are to be appointed by the President and shall consist of no less two members.
  - f. Fund raising Committee - Shall consist of no less than 1 Board of Director Member and 1 officer and they shall develop and implement strategies for such fund raising for TAA.
  - g. Special Committees

## **XV. EMPLOYEES OTHER THAN OFFICERS**

*Subject to the authority of the Board of Directors, the President or any other officer authorized by the President may employ such agents and employees, other than officers, as such officer may deem advisable for the prompt and orderly transaction of the Corporation's business. Any officer so doing may define the duties of such agents and employees, fix their compensation, and dismiss them. Such officer is authorized, on behalf of the Corporation, to execute any agency, employment, or other such agreements that may be necessary and proper to effect the employment of such agent or employee.*

## **XVI. FINANCES**

*The monies of the Corporation shall be deposited in such banks or trust companies as the directors shall designate, and all payments, so far as practicable, shall be made by checks. Any officer or employee who may be designated by resolution of the directors may sign checks and drafts in the name of the Corporation. All notes, bonds and other instruments creating or evidencing an obligation for the payment of monies shall be signed in the name of the Corporation as the directors shall provide. Securities of the Corporation may be registered in the name of the Corporation, in the name of a nominee, or may be in bearer form. Securities may be placed in the custody of such banks or trust companies as the directors may direct, and responsibility for the investment of funds may be delegated to such entities as the directors may determine.*

## **XVII. WAIVER OF NOTICE**

*Unless otherwise provided by law, whenever any notice is required to be given under the provisions of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.*

## **XVIII. SEAL**

*The seal of the Corporation shall be in such form as may be approved from time to time by the Board of Directors and the seal, or a facsimile thereof, may be imprinted or affixed by any process or in any manner reproduced. The Secretary or Treasurer, any Assistant Secretary or Assistant Treasurer and any other officer authorized by resolution of the Board of Directors shall be empowered to affix and attest the corporate seal on all documents*

## **XIX. AMENDMENT**

*These Bylaws may be amended, repealed, or altered in whole or in part by action of the directors at any regular or special meeting at which a quorum is present and where such action has been announced in the notice of such meeting, or such announcement and notice is waived, upon the vote of not less than a majority of all the directors of the Corporation.*

## **Sample Agenda:**

- I. Call to order
  
- II. Reading and approval of the minutes of the last meeting
  
- III. Reading Reports
  - A. Treasurer report
  - B. Officer's report
  - C. Executive committee report
  
- IV. Unfinished business
  
- V. Adjournment  
(No motion needed. Adjourn by mutual consent.)