

STATE OF ALABAMA

MONTGOMERY COUNTY

BY-LAWS

OF

SOCIETY OF ARTS AND CRAFTS, INC.

Also known as the Society of Arts & Crafts of Montgomery and Central Alabama. This organization has a strong commitment to art education by offering art and craft classes and sponsoring art and craft demonstrations to local schools and nursing homes and other organizations and clubs. It further strives to promote regional art by providing regional artists and artisans with an outlet to present their work through SAC's Gallery, a non-profit, co-op gallery.

ARTICLE I: CORPORATION OFFICES

The principal office of the Corporation shall be located at Montgomery, Alabama. The Corporation may also have offices in such other places as the Board of Directors may, from time to time, appoint or the business of the Corporation may require.

ARTICLE II: MEMBERSHIP

1. A member is any person who pays annual dues to the Society of Arts and Crafts.
2. Yearly membership dues shall be set by the elected officers and presented to the membership for approval. A three-fourths majority of members present is required for approval
3. Annual dues shall become payable October 1st and delinquent December 1st.

ARTICLE III: MEMBERS MEETING

1. PLACE: All meetings of the Membership shall be held at the principal office of the Corporation at Montgomery, Alabama; provided, however, that meeting of Membership may be held at other places, either within the State of Alabama or without the State of Alabama, as the Board of Directors may determine at any Annual or Special Meeting.
2. DATE OF ANNUAL MEETING: The Annual Meeting of the Membership shall be held on whatever day selected by the Board of Directors.
3. ORDER OF BUSINESS: The Members at annual meetings shall select by three-fourths majority vote of members present or represented by proxy, a Board of Directors, and shall transact such other business as may be properly brought before the meeting.
4. QUORUM AT MEMBER'S MEETINGS: A three-fourths majority of the members at such meeting, present in person or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of the Membership for the transaction of business,

except as otherwise provided by law, by the Articles of Incorporation or by these By-Laws. If such majority shall not be present at any meeting of the Membership, the Membership entitled to vote thereat who are present in person or by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement of the meeting, until the requisite amount of voting stock shall be present, in person or by proxy, any business may be transacted which might have been transacted at the meeting as originally scheduled.

5. **VOTING PRIVILEGES:** At each meeting of the Membership, every Member having paid his or her annual dues shall be entitled to vote in person or by proxy appointed by instrument in writing subscribed by each such Member and bearing a date not earlier than the October previous to said meeting. All elections shall be had and all questions decided by majority vote, except as otherwise provided by law or by these By-Laws.
6. **NOTICE OF ANNUAL MEETING:** Written notice of Annual Meeting shall be mailed to each Member entitled to vote thereat, at his or her address as appears on the membership register of the Corporation, at least five (5) days prior to such meeting. It shall be the Members' duty to promptly notify the Society of any change of address so that such change may be noted on the membership register.
7. **SPECIAL MEETING:** Special meetings of the Membership for any purpose or purposes unless otherwise prescribed by Statute, may be called by the President, and must be called by the President or Vice President at the request of the majority of the Board of Directors, or at the request of Members constituting twenty (20) percent of the entire membership. Any such request shall state the purpose or purposes of the time and place of the proposed meeting. Ten (10) days notice of the time and place of such special meeting shall be given to all Members of Record, which such notice shall also state the purpose or purposes of the special meeting.
8. **ACTION BY MEMBERS BY CONSENT:** Any action required to be taken at the meeting of the Members by vote, or any other action which may be taken without a meeting of the Members, may be taken by vote of the Board of Directors.

ARTICLE IV. DIRECTORS.

1. **NUMBER AND DUTIES:** The property and business of this Corporation shall be managed by its the Board of Directors which shall consist of not less than five (5).
2. **QUALIFICATIONS:** The Board of Directors must be members of the Corporation.
3. **ELECTION:** The Directors shall be elected at the Annual Meeting of the Members and each Director shall be elected to serve until his or her successor shall be elected and shall qualify. The Board of Directors represents the Membership and is authorized to vote on matters of consent for the membership as outlined in Article III, 8.
4. **REMOVAL:** Any one or more of the Directors may be removed either with or without cause at any time by a vote of a three-fourths majority of the Members at any Special Meeting called for that purpose.
5. **VACANCIES:** If the office of any Director becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the

Directors then in office, although less than a quorum, may choose by majority vote, a successor who shall hold office for the unexpired term in respect of which vacancy occurred.

6. **COMPENSATION:** Directors, as such, shall not receive any stated salary for their services but by Resolution of the Board of Directors, a fixed sum for expenses of attendance may be allowed for attendance at any Regular or Special Meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving in any capacity and receiving compensation for such services.
7. **MEETINGS:**
 - a. **REGULAR MEETINGS:** The Regular Meetings of the Board of Directors shall be held at such times as the majority of the Board shall direct.
 - b. **SPECIAL MEETINGS:** Special Meetings may be called by the President on three (3) days notice to each Director either personally or by mail, or by electronically unless such notice is waived. A Special Meetings must be called by the President on the request of two (2) Directors.
 - c. **QUORUM:** At all meetings of the Board of Directors, a majority of the Directors eligible to vote shall be necessary and sufficient to constitute a quorum for the transaction of business and any act of the majority of the Directors, present at any meeting at which there is a quorum, shall be the act of the Board of Directors, except as may otherwise be specifically provided by Statute, the Articles of Incorporation, or by these By-Laws.
 - d. **ACTION BY DIRECTORS BY CONSENT:** Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if consent for the action to be taken is obtained from the majority of the Board of Directors by mail, telephone, or other reasonable means.

ARTICLE V. OFFICERS.

1. **DESIGNATION:** The Officers of the Corporation shall be a President, a vice President, a Treasurer, a Recording Secretary, a Corresponding Secretary, a Publicity Officer, Chairman of the Board, Managing Director (of the Art Gallery), Assistant to the Managing Director (of the Art Gallery).
2. **HOW CHOSEN:** The Members at the Annual Meeting of the Members, shall choose the Officers of the Corporation. If no new officers are chosen at the meeting, or if such meeting is for any reason, not held, then the same officers then serving the corporation shall continue to serve until removed or until new ones are elected.
3. **QUALIFICATION:** The Officers must be members of the Corporation. The Managing Director (of the Art Gallery), and Assistant to the Managing Director (of the Art Gallery) must be Gallery members.
4. **OTHER OFFICERS:** The Board of Directors may appoint such officers or agents as it shall deem necessary who shall hold their offices for such times and exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

5. SALARIES: Officers, as such, shall not receive any salary or other compensation for their services but by resolution of the Board of Directors, A FIXED SUM FOR EXPENSES MAY BE ALLOWED FOR ATTENDANCE AT regular or Special Meetings of the Board of Directors, or any other business required for the Corporation.
6. TERM OF OFFICE: All officers shall serve for a period of one (1) year or until their successors are chosen and qualified in their stead's. Any officer elected or appointed may be removed with or without cause by the affirmative vote of the majority of the Board of Directors.
7. DUTIES AND AUTHORITIES:

The following is a general list of duties and authorities for the Board of Directors Officers. A detailed listing will be kept at the Corporation's Offices.

- a. PRESIDENT: The President shall be the Chief Executive Officer of the Corporation. He shall preside at all meetings of the Members and Directors, and shall have general supervision and management of the Corporation business. He or she will perform as a member on committees and perform such other duties as assigned by the Board of Directors. He or she shall also represent the Corporation's interests to other organizations and to the public as appropriate.
- b. VICE PRESIDENT: The Vice President shall, in the absence or incapacity of the President, perform all regular duties of the President. He or she will perform as a member on committees and perform such other duties as assigned by the Board of Directors. He or she shall also represent the Corporation's interests to other organizations and to the public as appropriate.
- c. RECORDING SECRETARY: The Secretary shall attend all meetings of the Board of Directors and all meetings of the Members. Further, the Secretary shall record all votes and minutes of such meetings. The documents will be filed at the corporate office, and be available electronically, if requested. The Secretary shall give, or cause to be given, notice of all meetings to members and Directors. The Secretary performs as a member of committees and other responsibilities as required by the board.
- d. CORRESPONDING SECRETARY: The Corresponding Secretary shall attend all meetings of the Board of Directors and all meetings of the Members. Further, the Recording Secretary will be responsible for sending any letters of correspondence. The Recording Secretary performs as a member of committees and other responsibilities as required by the board.
- e. PUBLICITY OFFICER: The Publicity Person shall attend all meetings of the Board of Directors and all meetings of the Members. Further, the Publicity Person will be responsible for sending any notice of upcoming events to community contacts such as the Newspaper, Radio and Television on a monthly basis. The Publicity Person performs as a member of committees and other responsibilities as required by the board.
- f. TREASURER: The Treasurer shall have the care and custody of, and be responsible for, all funds and securities of the Corporation and shall deposit such funds and securities in the name of the Corporation in such bank or safe deposit company as the Board of Directors may direct. He or she, as well as any other designated officer or individual, may also sign, make and endorse in the name of the Corporation all checks, drafts, notes

and other orders for the payment of money, and pay out and dispose of such under the direction of the President or the Board of Directors. The Treasurer shall also be responsible for the keeping of accurate accounts and records for the business of the Corporation.

- g. **MANAGING DIRECTOR (MD) OF SAC'S GALLERY:** The Managing Director shall attend all meetings of the Board of Directors and all meetings of the Members. The Managing Director shall be responsible for overseeing the management of the SAC's Gallery and must be a Gallery Member. In that capacity the Managing Director must see to the scheduling and publicity of shows, periodic mailouts, and screening of Gallery Members. In the accomplishment of these tasks the Managing Director must work very closely with the other Board Officers and Members, and have latitude to make needed financial decisions concerning the day-to-day operations of the Gallery. The MD also arranges for Gallery Members to staff the Gallery so that regular business hours are kept. If needed the MD arranges for the staff to be trained. He or she will perform as a member on committees and perform such other duties as assigned by the Board of Directors. He or she shall also represent the Corporation's and the Gallery's interests to other organizations and to the public as appropriate.
- h. **ASSISTANT TO THE MANAGING DIRECTOR (AMD):** The Assistant to the Managing Director shall attend all meetings of the Board of Directors and all meetings of the Members. The Assistant to the Managing Director shall, in the absence or incapacity of the Managing Director, perform all regular duties of the Managing Director. The Assistant Managing Director assists the Managing Director in screening new members, arranging receptions, and organizing the arrangement of art and crafts for sell in the Gallery. He or she will perform as a member on committees and perform such other duties as assigned by the Board of Directors. He or she shall also represent the Corporation's and the Gallery's interests to other organizations and to the public as appropriate.
- i. **CHAIRMAN OF THE BOARD:** This is an optional honorary position intended to incorporate support from the region's business community into the Society by honoring a business member who is interested in offering their advice and support to the Society should a Community Leader that is compatible with the aims and goals of the Society. The Chairman should be a Society Member and should attend all meetings of the Board of Directors and Membership. If appropriate the Chairman will be a voting member of the board.
- j. **WEB MANAGER:** The Web Manager shall attend all meetings of the Board of Directors and all meetings of the Members. Further, the Web Manager will be responsible for keeping up-to-date the Society's Web Site. The Publicity Person performs as a member of committees and other responsibilities as required by the board

ARTICLE VI: COMMITTEES.

- 1. The following committees shall be formed by the directors on an as needed basis:
 - a. Committee to retain, interpret and, if necessary, draft and amend rules and By-Laws for the Society of Arts and Crafts of Montgomery, Inc.

- b. A show committee to make plans, secure locations and suggest dates for exhibits to the membership.
 - c. A committee to suggest ways and means of advertising.
 - d. Membership committee – A committee to inform artists and crafts people of our aims and objectives.
 - e. Notification Committee—a committee formed to notify Members of upcoming events in a timely manner so that members may take action to support the event.
 - f. Screening Committee—A committee formed to screen the work of potential gallery members. This committee is limited to three gallery members to expedite gallery member selection. This committee should be chaired by the MD or AMD.
 - g. Hanging Committee—A committee formed to hang and arrange art and crafts for the Gallery. This committee is limited to three gallery members and should be chaired by the MD or AMD.
2. All duly elected officers shall be members of committees enumerated in a, b, c, and d in Section 1 of this Article. Each of these committees shall select a committee chairman from its members to call meetings of the committee and to make reports to the membership at large.
 3. When possible committees a, b, c, and d shall consist of not less than three (3) nor more than five (5) members, who shall be chosen from the list of current Society members with dues paid and who are in good standing.

ARTICLE VII: AMENDMENT TO ARTICLES OF INCORPORATION.

AMENDMENT TO ARTICLES OF INCORPORATION AND BY-LAWS: Amendments or changes to the Articles of Incorporation and By-Laws shall require a three-fourths majority of those members present at any meeting called for the purpose of amending such Articles or By-Laws. Notice of intention to propose and vote on a proposed amendment shall be given at the meeting preceding the voting on said amendment or shall be given by mail to the voting members of the Society at least one week before the meeting at which the proposed amendment will be put to vote.

ARTICLE VIII: REMOVAL OF OFFICER OR DIRECTOR.

If for any reason, any officer or member does not work for the betterment of the Society of Arts and Crafts, or should they in any way work to the detriment of, or against the progress of the Society of Arts and Crafts, they may be removed from office or removed from membership in good standing, at the discretion of a membership vote.

ARTICLE IX: CONFLICT OF INTEREST.

No member of the Board of Directors or Officer shall engage in any business to provide services or equipment to the Corporation for profit unless approved by Board vote.

ARTICLE X: INDEMNIFICATION OF DIRECTORS AND OFFICERS.

This Corporation shall indemnify and hold harmless each of its Directors and Officers against any and all expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of his being or having been a Director or Officer of this Corporation including, without limiting the generality of the foregoing, the amount of any judgment or award in such action, suit or proceeding.

In the event of settlement of such action, suit or proceeding, indemnification shall include reimbursement of amounts paid in settlement and expenses actually and necessarily incurred by such Director or Officer in connection therewith, but indemnification in the instance of settlement shall be provided only if this settlement is for the best interest of this Corporation and the Director or Officer to be indemnified has not been guilty of gross negligence or wanton misconduct in respect of any matter covered by such settlement. Such right of indemnification shall not be entitled under any By-Law, agreement, vote of Directors, or otherwise.