



By Laws of the Sonoran Arts League

ARTICLE I - PURPOSE

The Sonoran Arts League is a nonprofit organization dedicated to the promotion of art, artists and art education, affirming the belief that art is essential to the well being of our community and life in the Arizona desert foothills.

ARTICLE II - MEMBERSHIP

SECTION I Membership in this corporation shall be open to any person, resident or non-resident, who supports the objectives of this organization and who has paid a 12-month membership fee.

SECTION II Application for Membership and proof of membership, if any, shall be in a form approved by the Board of Directors of the Corporation.

SECTION III Membership Annual Fees shall be determined by the Board of Directors and shall be due on the 1st of May each year. The following are the Corporation's membership current categories: General Member; General Family Membership; Artist Member; Artist Family Membership; Student Membership; Patron-Studio Circle member; Patron—Gallery Circle Member; Patron—Museum Circle Member; Patron—Critics Circle Member. Categories may be added or deleted by vote of the Board as deemed necessary. Student members may donate volunteer hours in lieu of the fee.

SECTION IV Membership in the Corporation shall be revoked for cause if approved by a two-thirds (2/3) vote of the Board of Directors

ARTICLE III - BOARD OF DIRECTORS

SECTION I Purpose - The board shall determine policy, provide fiduciary and stewardship responsibility over all contributed funds. It is accountable to members and donors, and shall participate actively in fund raising activities to reach the Corporation's established goals.

The Board of Directors may appoint, from time to time, paid outside contractors who shall be responsible to the Board for various artistic, administrative and business management needs of the League.

The Board of Directors may also hire paid outside Independent Contractors to assist in the execution of the Corporation's business. Monthly project presentations, assigned to these positions, shall be made to the Board. All duties and responsibilities of these positions shall be directed by board-approved initiatives. The budget for these positions will be supervised by the President.

The Board of Directors may delegate authority to committees or to individual Directors as it deems necessary for the carrying out of the purposes and business of the Corporation.

Notice of regular meetings of the Board, together with the agenda for such meetings, shall be sent to all members of the Board prior to each such meeting. Notice of special meetings of the Board, together with the agenda for such meetings, shall be sent to all members of the Board prior to such meeting.

SECTION II Board Membership - The Board shall consist of no less than nine or more than fifteen members. It shall manage the affairs of the Corporation and may act in the absence of the Body.

Perspective candidates for the Board may be nominated by any member in good standing, including a prospective candidate, by giving the prospect's name to any Board member. Perspective candidates will then be reviewed by a Nominating Committee composed of league members and/or Board members. The Nominating Committee shall then make a recommendation to the Board concerning the candidates and the Board shall list recommended candidates on the ballot.

All Board of Directors members, and applicants, shall be members in good standing of the League.

SECTION III Officers of the Corporation - The officers are the President, Vice-president, Secretary and Treasurer. These Officers will also serve on the Board and be included in the minimum/maximum number of board members.

SECTION IV Term of Office - Directors shall normally be elected at the annual general meeting of the Corporation and shall be announced in the Newsletter. Voting shall be by secret ballot. Directors shall be elected to serve for a term of two (2) years with approximately one-third (1/3) of the Directors elected each year. Officers shall be decided by majority vote of those present and those voting by Proxies in writing.

SECTION V Quorum and Actions - A majority of the Board shall constitute a Quorum for the transaction of business and the majority vote of those present at a Board Meeting is an act of the Board.

SECTION VI Vacancies and Removal - In the event the office of President becomes vacant, the Vice-President will assume the duties of the President. Any Vacancies, however arising, may be filled by a majority vote of all Directors then serving in office at any regular meeting of the Board of Directors or at a special meeting of the Board called for that purpose. The Board may replace any other Officer or Board Member from the General membership by a simple majority vote until the next annual election.

Any Director may be removed with or without cause by the affirmative vote of at least two-thirds (2/3) of the Board members at a special meeting called for that purpose or by a majority of the Membership eligible to vote at a Special Meeting of the Membership called for that purpose.

SECTION VII Duties - The duties of each Officer and Board Member shall be the duties customary to each office (as described in Roberts Rules of Order) with specifics described in Sections VIII through XI.

SECTION VIII President - The President shall preside at all meetings of the board, and at the general membership meeting and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The President shall see that a budget for the forthcoming year is prepared and approved by the board, and presented to a General Meeting and published in the Newsletter. Subject to the control of the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of the corporation

SECTION IX Vice President - In the absence, or inability to act, of the President, the Vice President shall exercise all the powers and perform all the duties of President. The Vice President shall also generally assist the President and shall have such other powers and perform such other duties as may from time to time be designated by the president or the Board of Directors.

SECTION X Secretary - The Secretary will keep an up to date listing of the Board, General Members and Committee appointments; Keep permanent minutes of each Board Meeting, identifying actions and summaries of General Meetings; Shall see that all notices are duly given in accordance with these bylaws and as required by law. In general, he or she shall perform the duties incident to the office of Secretary and such other duties as may be assigned by the President or Board of Directors.

SECTION XI Treasurer - Will have the authority to sign checks up to \$3000.00, amounts greater than \$3000.00 require the additional signature of another Officer; Keep permanent records of all financial transactions; Report both State and Federal Tax status yearly; Report current financial status at all Board Meetings with a general ledger available on request; Record payment of dues of members, date of payment, address, phone numbers and supply the data to the membership chair who will supply the data to the newsletter editor; Maintain a bank account and other financial vehicles appropriate to achieve goals of the League and a mail box in the name of Sonoran Arts League and collect the mail. In general, he or she shall perform the duties incident to the office of Treasurer and such other duties as may be assigned by the President or Board of Directors.

Any Director may resign by giving written notice to the Board or to the President or Secretary of the Corporation. Such resignation shall take effect immediately unless the Board approves a transition period.

ARTICLE IV - MEETINGS, SPECIAL EVENTS AND COMMITTEES

SECTION I General Meetings - Meetings of the General Membership will usually be held on a regular recurring basis at a day and at a time as determined by the Board. Meetings will be open to the public and shall be listed in the local newspapers.

SECTION II Election of Officers & Board Members - Elections shall be announced in the Newsletter, via email or other appropriate mediums and shall be held annually during the January General Meeting. Voting shall be by secret ballot. Officers shall be decided by majority vote of those present and those voting by Proxies in writing. Written notice of the time, place, and agenda of the annual meeting shall be sent to all members of the Corporation at least ten days prior to the meeting. This notice requirement can be handled through the mailing of the newsletter, via email or other appropriate mediums.

SECTION III Board Meetings - Board Meetings will generally be held on a regular recurring basis at a day and at a time as determined by the board and are open to the general membership.

SECTION IV Special Events - Special Events may be planned and conducted by members with the approval of the Board. Budgets and time lines must be approved by the Board of Directors before any event is conducted. (See Section V) Each event committee shall keep minutes of proceedings and report to the Board of Directors.

SECTION V Standing Committees - The Board of Directors may by resolution, at any meeting of the Board, designate standing, ad hoc, and/or special committees of the Board. The Board may appoint an advisory council and/or honorary groups. The terms of appointment and expectations of service of any advisory or honorary group shall be determined by the Board.

Section VI Board Committees -The President of the Board of Directors shall appoint the chair of each Board Committee. The chair of each committee shall appoint the other committee members in consultation with the President of the Board. Each committee normally shall consist of at least three (3) members, at least one of whom shall be a voting member of the Board of Directors. The President of the Board of the Corporation shall be ex-officio non-voting member of all committees. The President serves the committees in an advisory capacity and as such advises the committees as to the availability of members to aid in committee programs and as to the financial viability of such programs as they relate to the overall objectives of the Corporation. Approval or disapproval of committee programs shall rest with the Board of Directors. Budgets and time lines must be approved by the Board of Directors before any event is conducted. Each committee shall keep minutes of proceedings and report to the Board of Directors.

ARTICLE V - NEWSLETTER EDITOR

SECTION I Newsletter Editor - Newsletter Editor shall publish a newsletter on a frequency determined by the Board, which will be distributed to all members and honorary recipients. Mailings will be at least one week prior to the next general meeting.

ARTICLE VI - AMENDMENTS

SECTION I Articles of Incorporation - Articles may be amended by following, "Instructions for Arizona Amendments" to be found in the [Arizona Corporation Commission Rules](#).

SECTION II Bylaws - These by-laws may be altered, amended, or repealed in whole or in part at any duly organized meeting of the Board of Directors of the Corporation, by a two-thirds (2/3) majority vote of the voting Directors then serving in office. Bylaws may be changed by Board Action but must be ratified at the next General Meeting, by a majority of members present. Any proposal to amend these bylaws shall be included with the notice of the meeting at which such amendment is proposed.

SECTION III Dissolution - Should this organization dissolve, and unless otherwise provided by the Board, the monies and assets will be donated to another nonprofit organization with the same or similar purpose as SAL as per Article X of the Articles of Incorporation and Section 501 (c) (3) or (4) of the Internal Revenue Code.

ARTICLE VII - MISCELLANEOUS

SECTION I Personal Liability - No Director shall be held personally liable for any debts of the Corporation.

SECTION II Fiscal Year - The Fiscal year of this Corporation shall be January 1 to December 31 of each calendar year.

SECTION III Contracts, Checks, Bank Accounts, Etc. - The Board of Directors is authorized to select such banks or depositories as it shall deem proper for the funds of the Corporation. The Board shall determine who, if anyone, in addition to the President and the Treasurer, shall be authorized to sign checks, drafts or other orders of payment money, acceptances or other evidences of indebtedness. All written contractual agreements or other documents and instruments written on behalf of the Corporation in the conduct of the Corporations business, shall be signed by the President, or in the Presidents absence, the President's designee.

Section IV Designated Funds - All monies donated to the Sonoran Arts League for specifically designated uses, such as, Scholarship, Building, Endowment, or other specific, identified purposes shall be deposited and maintained in separate, named accounts. These funds exist for, and shall only be used for, those specifically identified uses and shall not be commingled with one another or with the Corporation's operating funds.