

Rusk Area Arts Alliance

ARTICLE 1 - NAME

The name of this organization shall be Rusk Area Arts Alliance, Inc., also herein known as RAAA or the Alliance.

ARTICLE 2 - MISSION

Section 1 - Mission: The mission of the Rusk Area Arts Alliance is to bring the Arts and the community together—

- a) to create awareness, develop, expand and encourage the creative community;
- b) serve as an umbrella organization to connect artists, artisans, performers, and other Rusk area arts groups to one another and to their community;
- c) foster access to and awareness of the arts in order to stimulate enthusiasm and appreciation of the arts;
- d) celebrate the arts;
- e) improve the quality of life for artists, artisans and performers;
- f) honor all attempts at artistic creation.

Section 2 - Activities to Accomplish the Mission: This mission may be accomplished through activities in three areas—Awareness, Education, and Support. These areas might include such activities as:

- a) Awareness: communication to the community through weekly newspaper articles about artists and the arts, special events; networking.
- b) Education: classes for adults, children, families; tours or trips to artistic venues.
- c) Support: gallery shows; “meet the artist” events, festivals, studio tours and other special events.

Article 3—Membership

Section 1 - Eligibility: Membership in the RAAA shall be open to any individual having an interest in the arts or related fields. Members must be 18 years of age or older.

Section 2 - Dues: Dues shall be \$12, paid on a yearly basis beginning in January, prorated for a member who joins later in the year.

Section 3 - Categories of membership: Membership will be divided into the following categories, with commensurate dues and privileges:

- a) Individual member: One vote, dues of \$12 per year.
- b) Life member: One vote, dues \$250, a one-time payment.

Section 4 - Nondiscrimination policy: The RAAA does not discriminate on the basis of gender, race, religion, national origin, political beliefs,

ancestry, creed, affectional or sexual orientation, or physical or mental challenge.

ARTICLE 4 – VOTING

Section 1—Casting ballots: A member may vote at the meeting at the time the vote is called or seven days prior by mail or electronic mail.

Section 2 – Multiple voting: Any individual member may cast only one vote on any question called to a vote.

Section 3 – Referenda:

- a) The Board of Directors may at any time solicit reactions from members through a mail survey.
- b) The Board resolution authorizing the referendum shall indicate whether the results shall be considered advisory or binding on the Board.
- c) Members shall have 15 days from the date of the mailing to return the response forms.
- d) Results of the referendum shall be announced in the minutes of the next monthly meeting.

ARTICLE 5 – MEMBERSHIP MEETINGS

Section 1 – Meetings: Meetings shall be held monthly. The day, time, and place shall be established at the annual meeting and published in the local media.

Section 2 – Special meetings: A special meeting of the Rusk Area Arts Alliance may be called at any time by the President, or by majority vote of the Board of Directors.

Section 3 – Educational workshops, recreational and social events:

- a) The Board must approve any event or activity to be designated “sponsored by RAAA.”
- b) RAAA may sponsor a variety of meetings and events designed to provide educational, recreational, or social opportunities for its members and their guests.
- c) It may also sponsor fund-raising activities.
- d) If business is to be conducted at such events, the notice requirement for special meetings must be met.
- e) If there is a charge for the event, the charge shall be paid by RAAA members and nonmembers alike.

Section 4 – Notification:

- a) Every special meeting must be preceded by notice to paid members. Notification may be by US postal or electronic mail at least seven (7) days prior to the meeting.
- b) The notice shall summarize any proposed changes in By-laws, shall highlight any proposals to dissolve RAAA, shall include any special costs attached to educational workshops, and may include a detailed agenda.

Section 5 – Quorum: No formal business may be conducted at membership meetings unless at least seven (7) members are present.

Section 6 – Procedure:

- a. Roberts Rules of Order, in the current revised edition, shall be in force at the business meetings of the RAAA, of the Board of Directors, and of the RAAA committees unless required otherwise by Wisconsin Statutes or these By-laws.
- b. Non-members of the Alliance may be recognized to speak at functions at the discretion of the presiding officer, who shall also serve as parliamentarian. Nonmembers may not vote.

ARTICLE 6 – BOARD OF DIRECTORS

Section 1 – Authority: Subject to directives of monthly and special meetings and these By-laws, the Board of Directors shall have authority over the activities and assets of the RAAA.

Section 2 – Composition: The Board of Directors shall include seven (7) Directors.

Section 3 – Elections:

- a) Nomination of a potential Board member, present at the annual meeting and willing to serve, shall be taken from the floor.
- b) All elections for the Board shall be conducted by secret, written ballot.

Section 4 – Terms of office:

- a) Directors are elected for three-year terms. Their terms shall expire after the December meeting or upon the election of new Directors, whichever occurs later.
- b) Directors shall be elected each year to replace those whose terms have expired.

Section 5 – Board meetings:

- a) The new Board shall meet within 30 days of the January membership meeting.
- b) The Board shall hold at least one meeting per year.
- c) Regular Board meetings shall be held at places, dates, and times established by the Board.
- d) Special meetings of the Board may be held on the call of the President or any three Directors after at least 24 hours notice by telephone, mail, or personal contact.
- e) Five (5) Directors shall constitute a quorum for the transaction of business.
- f) The meetings shall be open to the members.
- g) Between meetings, the President may solicit decisions from the Board through written communications or electronic mail.

Section 6 – Election of Officers of the Board:

- a) The officers of the RAAA shall be chosen from the newly elected Board at the annual meeting. Officers shall consist of President, Vice President, Secretary and Treasurer.
- b) Terms of office will be one year.
- c) A vacancy in any office may be filled for the remainder of the term by a Board member chosen by affirmative vote of the majority of the Directors.

Section 7 – Vacancies on the Board:

- a) Any Director who misses two consecutive Board meetings without cause may, at the discretion of the Board, be removed from office.
- b) Any vacancy on the Board may be filled for the remainder of the term by a person chosen by affirmative vote of the majority of the general membership present at the next general meeting.

Section 8 – Compensation:

- a) Directors shall not be compensated for their time and effort.
- b) The Board may authorize officers, Directors, and committee members to be paid actual and necessary expenses incurred while on RAAA business.
- c) No travel expenses shall be authorized for any members attending regular RAAA Board meetings.

ARTICLE 7 – DUTIES OF OFFICERS

Section 1 – President:

- a) The President shall preside over all membership meetings and Board meetings.
- b) The President shall be the chief executive officer of the Alliance, responsible for day-to-day administration of the affairs of RAAA.
- c) The President shall appoint all committee members who shall serve until the end of that President's term.
- d) The President is an ex-officio member of all committees.

Section 2 – Vice President: The Vice President shall preside at meetings when the President is not present.

Section 3 – Secretary:

- a) The Secretary shall maintain the official records of the Alliance as well as any archives.
- b) The Secretary shall record and distribute the minutes of membership meetings and Board meetings.
- c) The Secretary shall maintain a current record of the names and addresses of members entitled to vote, and shall send out notices of membership meetings.
- d) The Secretary shall prepare publicity for the Alliance.

Section 4 – Treasurer:

- a) The Treasurer shall maintain the financial records of the Alliance and shall keep track of the checking account. All checks must be signed by two of the other officers.
- b) The Treasurer shall prepare an annual financial statement for the annual meeting, and shall be responsible for presentation of the proposed budget to the annual meeting.
- d) The Treasurer shall serve on the Finance Committee.

ARTICLE 8 – COMMITTEES

Section 1 – Members of Committees: Committee members must be members of RAAA and approved by the Board.

Section 2 – Finance Committee:

- a) The Finance Committee shall include the President, the Treasurer, and at least one member of RAAA who is not on the Board.
- b) The Finance Committee shall recommend fund-raising activities to the Board and, after receiving Board approval, shall organize such activities.
- c) The finance Committee shall also annually audit the financial records of the Alliance.

Section 3 – Special Event Committees: Each special event committee will be responsible for (1) securing a site, (2) establishing a budget, (3) determining a program, (4) obtaining vendors, and (5) publicizing the event.

Section 4 – Other Committees: The President may appoint such other committees as are deemed necessary to support the efforts of the Board.

ARTICLE 9 – MISCELLANEOUS PROVISIONS

Section 1 – Indemnification of Officers and Directors: As provided by Wisconsin law, RAAA shall indemnify any officer, Director, employee, or agent who was, is, or may be involved in legal proceedings by virtue of his or her good faith actions on behalf of RAAA.

Section 2 – Fiscal year: The records and accounts of RAAA shall be maintained on a calendar year basis.

Section 3 – Accounts and investments:

- a) Funds of RAAA shall be promptly deposited at a financial institution designated by resolution of the Board of Directors.
- b) Funds not needed for current operations shall be deposited in investment accounts or certificates as authorized by the Board of Directors.

ARTICLE 10 – ADOPTION AND AMENDMENTS

Section 1 – Amendments: These By-laws and any amendments thereto, may be adopted at monthly or special meetings of RAAA by at least a two-thirds vote of members present.

Section 2 – Notification: An amendment to the By-laws must be summarized in the notice for the monthly meeting at which the amendment is to be voted on.

ARTICLE 11 – DISSOLUTION

Section 1 – Recommendation to Dissolve: The Board of Directors, by an affirmative vote of at least 5 of the 7 Directors, may recommend that RAAA be dissolved and that the question of such dissolution be submitted to a vote at a subsequent meeting of members.

Section 2 – Notice and Vote: Notice of the meeting shall highlight the question of dissolution. At the meeting, a two-thirds affirmative vote of members present shall be required to approve a resolution of dissolution.

Section 3 – Dissolution Plan: Such a resolution shall direct the Board of Directors to prepare a dissolution plan for subsequent approval by the members, as provided under Wisconsin law. Dissolution of RAAA shall not be final until the members, by majority vote, shall have approved the dissolution plan, either at a meeting or by a binding mail referendum.

Section 4 – Disposition of Assets: Upon dissolution, any assets will be distributed to another non-profit arts organization.

CERTIFICATION

These By-laws were adopted at the Rusk Area Arts Alliance meeting on this _____th day of _____, in the year 2006.

----- typed name of Secretary
----- signature of Secretary