

BY-LAWS OF THE TEXAS SOCIETY OF SCULPTORS

ARTICLE I (Name)

The name of the organization is THE TEXAS SOCIETY OF SCULPTORS (herinafter referred to as TSOS).

The period of the organization's duration is perpetual.

ARTICLE II (Location)

The office of the organization shall be located in the State of Texas, at such place as the Board of Directors may determine.

ARTICLE III (Formation and Objectives)

- A. FORMATION: TSOS is formed exclusively as a non-profit educational, art and charitable organization.
- B. OBJECTIVES: TSOS objectives are to encourage, support and celebrate the fine art of sculpture.
 - 1. By promoting the highest quality and originality in the work of its members.
 - 2. By providing public opportunities for sculptors to exhibit their work.
 - 3. By sustaining a fellowship for sculptors to share their knowledge, techniques and experiences - and to address any issues that affect their art.
 - 4. By interacting with other art groups and enterprises to strengthen Texas' cultural community.
 - 5. By increasing the public's awareness, knowledge, appreciation and value of the sculptural art.

ARTICLE IV Management of the Organization

The organization shall be managed by a Board of Directors. The Board of Directors shall consist of the officers of the organization, committee chairmen, and such individuals as shall be appointed by the president.

A. DUTIES OF OFFICERS OF THE ORGANIZATION.

- 1. PRESIDENT. The President shall be the principal executive officer of the organization and shall supervise all of the business of the organization. He or she shall preside at all meetings of the Board of Directors.

2. VICE-PRESIDENT. In the absence of the President, the Vice-President shall perform the duties of the President.

3. SECRETARY. The Secretary will issue notices of meetings and will initiate correspondence as the Board of Directors or Executive Committee may direct. The Secretary will keep a record of all business conducted in the meetings. Extracts or summaries may also be recorded. The minutes will contain the names of persons appointed to committees and committee reports will be included.

4. TREASURER. The Treasurer shall be responsible for and have custody of all funds and securities of TSOS. The Treasurer shall present a financial report at each Board of Directors meeting.

B. ELECTION AND TERM OF OFFICE. The Board of Directors at the annual meeting shall elect the officers of TSOS every two years. The nominating committee will submit their recommendations to the President at least two months prior to the election. Each officer shall hold office until his successor takes office. The President will not serve more than two consecutive terms in office. The Vice President, the Secretary and the Treasurer may serve as many terms as they are re-elected.

1. Removal: Any officer may be removed by the Board of Directors by two-thirds majority vote.

2. Vacancies: A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

3. In the absence of the President, the Vice-President will perform the duties of the President, except for changing or modifying policy or programs established by the President.

4. In case of resignation or death of the President, if the Vice-President declines to assume the office of the President, the Board of Directors will then elect a new President to complete the remainder of the term.

C. STANDING COMMITTEES. The President may appoint the following standing committees each two years.

1. Nominating Committee,
2. Membership Committee,
3. Exhibition Committee,
4. Programs and Social Committee,
5. Public Relations Committee.

D. EXECUTIVE COMMITTEE. An Executive Committee will be composed of the President, Vice-President, Secretary, and Treasurer. The chairmen of the standing committees will also be members of the Executive Committee. The Executive

Committee shall carry on business of the Board needing action between Board meetings, and shall interpret and enforce the by-laws and shall perform other functions as may be designated by the Board.

E. MEMBERSHIP IN TSOS:

1. Active Member: Active membership is open to all sculptors and persons having an interest in sculpture, upon payment of dues, which shall be collected annually.
2. Associate Member: TSOS may grant associate membership to supporters of sculpture and sculptors such as art galleries, foundries, patrons, and persons having an interest in sculpture, who shall receive the notices of news and exhibitions of TSOS. Associate members will not have voting rights and will not be required to pay dues.
3. Lifetime Member and Honorary Member: TSOS may grant Lifetime Membership or Honorary Membership to individuals in accordance with guidelines, rights and privileges designated by the Board of Directors.
4. Emeritus Member: Individuals with a notable record of service or contribution to the organization are awarded emeritus membership in accordance with guidelines, rights and privileges designated by the Board of Directors; however, they will not be required to pay dues.

F. MEETINGS.

1. An ANNUAL MEETING of the membership shall be conducted once a year at a time and date established by the President.

2. REGULAR MEETINGS. The Board shall conduct additional meetings throughout the year as required, the time and place to be determined by the President. Special Board meetings may be called by the President or upon the written request of three voting members of the Board.

3. INFORMAL ACTIONS. Any action may be taken at a meeting of the Board of Directors or may be taken without a meeting if consent in writing shall be signed by 2/3 of the Directors.

4. QUORUM. Those voting members of the Board of Directors present after due notification shall constitute a quorum for any meeting.

5. VACANCIES. If a position on the Board of Directors should become vacant, the Board of Directors will appoint a member to complete the remainder of the term.

ARTICLE V
(Financial Affairs)

- A. **CONTRACTS.** The Board of Directors may authorize any officer or officers, agent or agents of TSOS to enter into any contract or execute and deliver any instrument in the name of and on behalf of TSOS, and such authority may be general or confined to specific transactions.
- B. **CHECKS.** All checks or drafts for the payment of money, notes or other evidence of indebtedness issued in the name of TSOS shall be signed by the Treasurer or another Officer as determined by the Board of Directors.
- C. **DEPOSITS.** All funds of the organization shall be deposited to the credit of the organization in such banks in the State of Texas, as the Board of Directors may select.
- D. **GIFTS.** Any member of the Board of Directors designated by the Board of Directors may accept on behalf of TSOS any contribution, gift, or bequest.
- E. **MEMBERSHIP DUES.** TSOS may establish annual membership dues to cover all operating expenses of the society, and for its benevolent and educational programs.
- F. **DISSOLUTION.** In the event of dissolution of TSOS, all funds, property or other assets shall be paid over and delivered to such charitable/benevolent or educational institutions, trusts, or corporations in the State of Texas as may be designated by the Board of Directors. These assets are exempt under the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1954.

ARTICLE VI
(Books and Records)

- A. TSOS shall keep correct and complete books, financial records, and minutes of the proceedings of the Board of Directors and committees appointed by the Board of Directors.
- B. **History.** A history will be maintained of all important transactions and functions conducted TSOS.

ARTICLE VII
(Earnings and Activities)

No part of the income of TSOS shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that TSOS shall be authorized and empowered to pay reasonable compensation for services rendered and

ARTICLE VII
(Earnings and Activities)

No part of the income of the TSOS shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that TSOS shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. TSOS shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The organization shall only carry on activities permitted by an organization exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code.


ARTICLE VIII
(Amendment and Parliamentary Authority)

- A. These by-laws may be altered, amended or repealed and new by-laws may be adopted by a two-thirds majority of the Directors of TSOS present at any regular or special meeting of the Board of Directors, provided that the proposed alteration of the by-laws, together with the notice of the meeting (written proposals and notification) shall be given to each Director at least 30 days prior to said meeting.
- B. Roberts Rules of Order shall generally be the authority for all matters or procedures not specifically covered by the by-laws.

ARTICLE IX
(Replacement of Previous Bylaws)

These bylaws supersede and replace any previous bylaws of the Texas Society of Sculptors.

Adopted by the Board of Directors on September 10, 2016


David S. Guarino, Secretary