**BYLAWS**

**THE DAYTON SOCIETY OF ARTISTS**

***Approved May 4, 2018***

Article 1

Name and Office

This Corporation shall be known as The Dayton Society of Artists (DSA) and shall be referred to in these bylaws as DSA. The *principal* office of the corporation is to be located in the City of Dayton, County of Montgomery, State of Ohio.

Article II

Purpose

The purpose of DSA shall be to benefit the citizens of the community by encouraging the visual arts, by promoting interest in art produced by members, students, and others, and by sponsoring art exhibitions, educational opportunities, meetings, and social activities to promote, discuss, and critique art.

Article III

Members

Membership shall be open to all, without discrimination, who are eighteen years of age or older. Application for membership may be made at any time.

Section 1. Membership may be terminated at any time by the Board of Directors for the following reasons: unlawful activity, failure to pay dues, failure to abide by rules, regulations, or bylaws.

Section 2. Membership may be restored at the discretion of the Board of Directors.

Article IV

Board of Directors

Section 1. The Board of Directors shall manage, control, and record the business and affairs of DSA subject to the provision of the Ohio Non-Profit Corporation Act and these bylaws.

Section 2. The Board of Directors shall consist of no less than nine and no more than fifteen members, comprised of the Executive Committee, Directors of Standing Committees, and up to two At Large Members.

Section 3. The Executive Committee of the DSA shall be comprised of the following Officers: President, Vice President, Secretary, and Treasurer.

Section 4. Directors of duly elected Standing Committees will oversee specific ongoing operations of the organization. In the event a new Standing Committee is deemed necessary between annual elections, its creation must be ratified by a unanimous vote of a quorum of the Board of Directors.

Section 5. In the event a position other than President becomes vacant, the President shall appoint a person to fill the vacancy subject to ratification by the Officers.

Section 6. The Vice President shall act as President in the absence or incapacity of the President and shall fill a vacancy in the office of President.

Section 7. The term of office for Officers shall be for three years and it shall commence June 1 and terminate May 31.

Section 8. On the Board of Directors, a quorum shall consist of 66.6% of officially elected/appointed board members as of that meeting date. A majority vote shall prevail. Exceptions are Article IV, Section 4 and Article VII, Section 2.

Section 9. Each board member present shall have one vote; no board member may cast a vote other than his/her own.

Section 10. The Board of Directors shall meet on dates mutually agreed on by the board members.

Section 11. Special meetings of the Board of Directors may be called at the discretion of the President.

Section 12. DSA shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities.

Article V

Statutory Agent

Section 1. There shall be a Statutory Agent, the legal representative of the Secretary of State of Ohio to DSA, and he / she shall be selected by the Board of Directors.

Article VI

Nominations and Elections

Section 1. At the first board meeting of the calendar year, a Nominating Committee of at least three members shall be appointed by the President and approved by the Board of Directors. The committee’s charge shall be to present nominations to the Board of Directors for positions that will become available in the coming year.

Section 2. Prior to the Annual Meeting, all DSA members shall be notified of the final slate of nominees*.* This notification shall also inform the membership of their right to submit nominations from the floor in addition to the committee’s slate. Such nominations shall be subject to the consent of said nominee to serve if elected.

Section 3. At the Annual Meeting, the Nominating Committee shall present to the members a slate of candidates for Board of Directors. In addition, nominations will be accepted from the floor.

Section 4. Elections shall take place at the Annual Member Meeting.

Section 5. Only DSA members are eligible to vote. Voting for an uncontested position may occur by a show of hands. Two thirds (66.6%) of members present, voting in the affirmative, shall constitute an election to the board.

Section 6. The outgoing Board of Directors shall conduct the first meeting following the Annual Meeting.

Article VII

Removal of Officers and Directors

Section 1. In the event the President performs his/her duties in a manner that the membership at large deems inappropriate or to the detriment of the purposes of DSA, DSA member(s) may initiate a recall of the President.

1. That member(s) shall circulate a petition stating the reasons to recall the President.
2. When at least 15% of the DSA membership signs the petition, the petition shall be  presented to each member of the Board of Directors.
3. Within seven (7) days of receipt of the petition, the President shall call a special meeting of the board to formally accept the petition. The Vice President shall call this special  meeting if the President does not act to do so.
4. At that time, the Statutory Agent, who is the State’s legal representative to DSA, shall be notified.
5. Within one week of the special board meeting, the board shall send notification to every DSA member of a special recall meeting, stating time and place – which shall be within thirty days of the notification.
6. The Statutory Agent shall preside at the special recall meeting.
7. The President must have a reasonable opportunity at that meeting to protest his/her removal prior to the vote.
8. At the special recall meeting, paper ballots shall be provided. Votes shall be counted and  results announced. To remove the President, a two-thirds affirmative vote of members present shall be required.

Section 2. In the event a member of the board other than the President has failed to attend at least three-fourths of scheduled board meetings in a fiscal year or is deemed by the Board of Directors to have not properly performed the duties of his/her position, that officer or director may be removed by a two-thirds affirmative vote of all members of the Board of Directors. The President shall set the time and location for this special meeting. The person in question shall have proper notice of said meeting to protest his/her removal.

Article VIII

*Ad Hoc* Committees

Ad hoc committees will be formed as needed and disbanded once their work is completed. Committee work will be performed during special committee meetings, with reports given to the Board of Directors.

Section 1. The President shall have the power to appoint and oversee ad hoc committees.

Section 2. Any board member may appoint an ad hoc committee to assist in the performance of that member’s specific function. Such appointments are subject to the approval of the President.

Section 3. All ad hoc committees appointed by the President must have a properly executed charter signed by the President and at least one other board member.

Section 4. Committees appointed by the President shall report to the board via the President.

Article IX

Annual and General Business Meetings

Section 1. There shall be one Annual Meeting of the membership each calendar year for the purpose of electing board members and conducting other official business.

Section 2. Only organized gatherings structured for the purpose of DSA shall beconsidered official membership / business meetings.

Section 3. At membership meetings and the Annual Meeting a quorum shall consist of all members present, a majority vote prevailing, an exception being Article XVI, Amendments.  Each member present shall have one vote; no member shall cast a vote other than his/her own.

Section 4. Minutes and attendance shall be taken at all meetings when business is conducted and shall become part of the permanent DSA record.

Article X

Finance, Dues, and Fees

Section 1. Any funds generated by DSA shall be the responsibility of the Treasurer of DSA and all funds shall be deposited in the DSA account(s).

Section 2. All funds generated by DSA shall be available for future disbursements in the interest of the DSA as deemed necessary by the Board of Directors.

Section 3. The Treasurer shall be responsible for the oversight of any fund, including the Term Endowment Fund.

A. Assets from the Term Endowment Fund can only be withdrawn under fulfillment of all the following conditions.

1. A quorum (or 66.6%) vote of the Board of Directors to withdraw a specific amount with a specific method of withdrawal, either lump sum or periodic with period, duration in time, and amount specified.
2. Written instruction to the holder of the Term Endowment Fund to execute the withdrawal.

iii. Signatures on the instruction to be those of the Treasurer and two other members of the then*-*current ~~five~~ four*-*member Executive Committee consisting of the President, Vice-President, Treasurer, and Secretary.

B. Cancellation or modification of previous actions of the board in regard to periodic payments shall be made in a similar way.

Section 4. The DSA fiscal year shall be June 1 through May 31.  The Board of Directors shall determine the date for collection of annual dues. The Board of Directors shall have the authority to determine dues and fees for membership. All financial records shall be audited after the end of the fiscal year.

Section 5. At the end of the fiscal year, each outgoing Board of Directors must leave in the Treasury a sum at least equal to the unpaid bills for which they have obligated DSA.

Article XI

Personnel

The DSA Board of Directors is responsible for determining the necessity for professional staff.

Article XII

Conflict of Interest

Section 1. No board member may vote on a matter coming before this body in which he or she has a direct financial interest.

Section 2. No board member or his/her immediate family may profit or gain any material consideration in exchange for any acts or omissions performed by said member in the course of his/her duties.

Section 3. No more than one member of a family shall serve on the board at any one time.

Article XIII

Dissolution

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Should it be deemed necessary, DSA shall be dissolved in accordance with the “Articles of Incorporation of the Dayton Society of Artists,” (originally filed as the “Articles of Incorporation of the Dayton Society of Painters and Sculptors”).

Article XIV

Parliamentary Authority

The DSA Board of Directors shall conduct its meetings according to Robert’s Rules of Order.

Article XV

Final Authority

Nothing contained in these bylaws is intended to conflict with the “Articles of Incorporation.” In the event of any conflict, the “Articles” will take precedence.

Article XVI

Amendments

Changes to these bylaws shall be adopted by a two-thirds (2/3) affirmative vote of the entire Board of Directors at a scheduled board meeting followed by a two-thirds affirmative vote of members present at an Annual Meeting, or such meeting as called and announced for this purpose. The membership shall be notified of the proposed amendment(s) or revision(s) at least one week in advance of the voting date. All members’ votes shall be recorded and counted by the Board of Directors.