

THE BYLAWS OF LEMON STREET GALLERY & ARTSPACE, INC.

ARTICLE I – NAME

- Section 1.** The registered name of this organization shall be, Lemon Street Gallery & ArtSpace, Inc. It shall also do business as, Lemon Street Gallery, and/or, Lemon Street ArtSpace, and is herein referred to as LSG.
- Section 2.** The exhibiting artist’s membership group shall be called “Artist Members.”
- Section 3.** The companion, community based membership group shall be called “Friends of Lemon” or “Friends.”
- Section 4.** The team of Artist Members who manage the day-to-day operations of LSG shall be led by an Executive Director and/or a Board President.

ARTICLE II – PURPOSE

- Section 1.** The purpose of LSG is educational. It offers members of the community a wide range of visual arts classes and seminars, focusing on adolescents and adults. This organization also educates the public regarding the visual arts, via its three galleries and various outside venues, by displaying the artwork of local and regional artists, thus, cultivating an appreciation and understanding of the visual arts.
- Section 2.** The purpose of this organization is to educate, nurture and support local and regional artists by offering them a juried, professional venue to exhibit and market their work, and by offering them networking opportunities, by encouraging productivity and refinement of their artwork, thus retaining exceptional artistic talent to our area.
- Section 3.** The purpose of this organization is to create and maintain partnerships with and among various social service organizations, providing visual arts education and activities that compliment their vital work in the community.
- Section 4.** This corporation is organized exclusively for such purposes as are allowed under Sec. 501(c) (3) of the Internal Revenue Code.
- Section 5.** No part of the net earnings of LSG shall inure to the benefit of, or be distributed to its Members, Directors, Officers or any other private persons except that it shall be authorized and empowered to pay reasonable compensation for services rendered to it.

ARTICLE III – MEMBERSHIP

Artist Members

- Section 1. Qualifications.** Application for voting membership is open to visual artists who support the purpose of LSG as defined in Article II. Any visual artist, whose artwork is judged by an artist-member team and accepted for exhibition, may join LSG regardless of race, color, ethnicity, gender, sexual orientation or identity, disability or religious affiliation, by completing a membership application, Internal Revenue Service Form W-9, signing a consignment agreement and paying dues annually. Members must be 18 years, or older, to join LSG.
- Section 2. Rights of Members.** Artist Members in good standing have the right to vote at general meeting and to participate on committees. They have a right to the fair exhibition of their artwork, and the opportunity for a hearing should management reject a particular art piece. Members in good standing have a right to a featured artist exhibition of their artwork as scheduled in fair rotation of all artist members by the Executive Director or his/her designee.
- Section 3. Responsibilities of Members.** Members are responsible for the timely payment of dues, and for bringing their work to be exhibited at the time announced for exhibits, and for the timely removal of work after an exhibit has closed. Member artists are encouraged to attend events scheduled by LSG, and serve on committees to support the purpose as stated in Article II. Annual renewal of membership is not automatic. Continued membership is at the discretion of management.
- Section 4. Meetings.** One or more Meetings per year may be scheduled at management’s discretion. Members’ attendance at these meetings is elective, or the member may send an approved representative. The 1st Quarter meeting is designated as the Annual Meeting, and currently occurs in February, although the month within the first quarter can be changed by the management as desired. The Board of Directors will be elected at this annual meeting. Notice of these meetings will be given by mail or email with at least 15 days notice.

Section 5. Quorum.

The members present at any properly announced meeting will constitute a quorum.

Section 6. Removal.

Any member may be removed for just cause, by a quorum vote of the Board of Directors. A Member may be removed without a quorum vote for nonpayment of dues at the discretion of the Executive Director or the Board of Directors. After notice, an opportunity for an appeal will be provided to the expelled member. The appeal will be made in writing, and will be heard by the Board of Directors at their next scheduled meeting. The Board of Director's written response will be delivered to the expelled member. There will be no refund of dues or fees paid.

Non-Voting Membership

Section 1. Qualifications.

The Board shall have the authority to establish and define non-voting categories of membership. Membership in these groups is open to anyone regardless of race, color, ethnicity, gender, sexual orientation or identity, disability or religious affiliation.

Section 2. Rights of Non-Voting Membership.

These Bylaws provide for a category of membership named, "Friends of Lemon," or "Friends" which is a community-based companion group whose membership requires the payment of annual dues. No rights for the exhibition of artwork are associated with this membership. This membership group is entitled to benefits that may be determined by the Board of Directors. Annual "Friends" categories, annual dues and benefits may be found at www.lemonstreetgallery.org.

Article IV – BOARD OF DIRECTORS

Section 1 – Board role, size, and compensation.

The board is responsible for the overall policy and direction of LSG, and delegates the responsibility for day-to-day operations to the staff, Management Council and various committees. The Board shall consist of up to thirteen (13) members, but no fewer than seven (7) members. The Board may have fourteen (14) members in a year that the immediate past president chooses to serve as ex-officio. The board receives no compensation other than reasonable expenses.

Section 2 – Terms.

Board member terms shall be three years. Board members may serve up to two consecutive terms. The Board president may serve as ex-officio with full voting rights for a period of one year during the year immediately following his or her term as President.

Section 3 – Meetings & Notice.

The Board shall meet for a general meeting at least four times annually, at an agreed upon time and place. Meeting dates will be determined in advance for the coming calendar year, no later than the last board meeting of the current year, and may be subject to change with notice. The Secretary will notify Board members and the Executive Director of any such change by mail or email, according to each person's preference, at least 15 days in advance of such meetings. The Executive Director or any three Board members may call special meetings. Any special meeting requires that each Board member be sent notice by mail or email at least 7 days in advance.

Section 4 – Board Elections.

New Board members and current Board members shall be elected, or re-elected, by vote by the artist members at the annual meeting. Board members will be elected by a simple majority of members present at a properly called meeting. Within two (2) weeks of the election, board members will select who among them will serve as Officers.

Section 5 – Election Procedures.

A Board Development Committee, appointed by the current Officers, shall be responsible for nominating a slate of prospective Board candidates who are not only qualified for the position, but whom also uphold LSG's diversity goals. In addition, any artist member can nominate a qualified candidate to the slate of nominees. All artist members will be eligible to vote for those candidates to replace Board members whose terms have expired. Up to six (6) board member positions may be voted on each year.

Section 6 – Quorum.

A quorum consisting of at least two-thirds of the Board members must be present for business transactions to take place and motions to pass.

Section 7 – Officers and Duties.

There shall be four officers on the Board, representing the Executive Committee and will consist of a President, Vice-President, Secretary and Treasurer. Their duties are as follows:

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-President, Secretary, and Treasurer.

The Vice-President shall chair committees on special topics as designated by the Board. The Vice-President shall, in the absence of the President, perform the duties of the President and such other duties as assigned.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes by himself/herself or a designated other at all Board meetings, posting or emailing meeting announcements, distributing copies of minutes and the agenda to each Board member at least five (5) days prior to a general meeting if possible, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans and make financial information available to Board members and the public.

Section 8 – Vacancies.

When a vacancy on the board exists mid-term, the Board may, but is not required to, appoint an interim replacement, unless the vacancy causes the Board to have less than seven (7) members. In this case, the Board is required to appoint an interim replacement who shall serve for the balance of the exiting Board member's term. The interim replacement shall be confirmed by the voting membership at the next regular election.

Section 9 – Resignation, termination, and absences.

Resignation from the board must be in writing and received by the Secretary. A Board member may be terminated from the Board for two (2) unexcused absences from Board meetings during his or her term. A Board member may be removed for other reasons by a two-thirds vote of the remaining Board members or by two-thirds vote of the artist membership.

Article V – COMMITTEES

Section 1. Committee formation.

The Board may create committees as needed, such as bylaws, audit, nominating, marketing, fundraising, etc. The Board President appoints all committee chairs.

Section 2. Executive Committee.

The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and the bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

Section 3. Finance Committee.

The Treasurer is the chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other the Board members. The Board must approve the budget. The fiscal year shall be the calendar year. Annual reports are required, and shall be submitted to the Board showing projected income and expenditures. The financial records of the organization are public information and shall be made available to the membership, Board members, and the public upon request with reasonable notice.

Section 4. Other Committees.

While the establishment of other committees shall not be mandatory under these Bylaws, it is recommended that the Board of Directors consider the advisability and practicality of setting up committees that might in some capacity assist in the development of LSG.

Article VI – EXECUTIVE DIRECTOR AND STAFF

Section 1. Executive Director.

The Executive Director is hired by the Board, and has day-to-day responsibilities for LSG, including carrying out the goals and policies. The Executive Director shall attend all Board meetings, report on the progress of LSG, answer questions of the Board members and carry out the duties described in the job description.

Section 2. Business Manager.

The Business Manager is hired by the Executive Director, and has day-to-day responsibilities for LSG as assigned by the Executive Director. The Business Manager shall attend all Board meetings, deliver a Manager’s report, and answer Board member’s questions.

Article VII – AMENDMENTS

Section 1. Bylaws Amendments and Revisions.

Bylaws may be enacted, amended or replaced by two-thirds vote of the Board of Directors voting at two successive meetings, or by a two-thirds vote of the general, voting membership. Members shall receive notice of a vote no less than two (2) weeks prior to the vote.

Article VIII – DISSOLUTION

In the event that Lemon Street Gallery & ArtSpace, Inc. dissolves, all property owned by the organization will be sold, all debts paid, and the balance of the assets donated to another local nonprofit visual arts organization(s). The Board of Directors will manage the dissolution and decide which local nonprofit visual arts organization(s) will receive the donation(s).

CERTIFICATION

The voting membership and the Board of Directors adopted these revised Bylaws on September 18, 2014.

Secretary _____

Board President _____

Executive Director _____

Business Manager _____

Bylaws Revision: Elizabeth Dary, Melanie Hovey, Kelly Leithner
Summer/Fall of 2014