

**AKRON SOCIETY OF ARTISTS CONSTITUTION & BYLAWS**  
**Revised and Adopted 2017**  
**AKRON SOCIETY OF ARTISTS CONSTITUTION AND BYLAWS**

**ARTICLE I • NAME**

The name of this organization shall be 'The Akron Society of Artists, Inc.' hereinafter referred to as "ASA."

**ARTICLE II • PURPOSE**

- A. The mission of ASA shall be:
1. To advance the skill, knowledge, and appreciation of art among its members and the general public;
  2. To encourage the advancement and understanding of art in the community;
  3. To afford financial assistance and encouragement to worthy art students.

**ARTICLE III • OFFICERS**

- A. The officers of ASA shall be a President, a Vice President, a Secretary, a Treasurer and a Governing Board. In the interpretation of this Constitution, the terms Governing Board and Board shall be synonymous.
- B. The Governing Board shall consist of ten Members:
1. The President, Vice President, Secretary, and Treasurer;
  2. The three immediate past presidents;
  3. Three Members at Large. Each Member at Large of the Governing Board shall serve a three-year term to be elected at the Annual Meeting to replace the Member at large who has served three years.
- C. The term for new officers shall be from January 1 to December 31- the fiscal year. Officers elected shall be installed January 1 and serve for one year or until replaced if needed or reelected by membership vote.
- D. The Board performs the duties of management of property, funds and finances of ASA in the interim between business meetings. The Board shall meet at least quarterly or more as required.
- E. It shall be the duty of the President to:
1. Preside over all Board and General Membership meetings;
  2. Vote only if necessary to break a tie;
  3. Act as ex-officio member of all Committees and receive regular reports of their progress;
  4. Make appointments to all Standing and Special Committees
  5. Carry on all general duties necessary to maintain cohesion within ASA;
  6. Act as representative of ASA in business and legal or social contacts with other organizations;
  7. Fill vacancies in office if needed, subject to the approval of the Board.
- F. It shall be the duty of the Vice President to:
1. Perform the duties and exercise the powers of the President during the absence or disability of the President;
  2. Accept charge of a particular division of the work of ASA as may be directed by the President.
- G. It shall be the duty of the Secretary to manage both Communication and Documentation

- as described below (Article IV, B 1&2) under the respective committee descriptions.
- H. It shall be the duty of the Treasurer to manage both Finance and Compliance as described below (Article IV, B 3 & 4) under the respective committee descriptions. It shall be the particular duty of the Treasurer to collect all funds payable to ASA, deposit ASA's money and pay all bills not exceeding their respective budgeted amounts. Amounts billed above the budgeted amounts are to be paid only after approval by the Board as recorded in Board meeting minutes.
  - I. The duties of the Secretary and the Treasurer and their respective Support Committees may be delegated, in whole or in part, to qualified members or paid professionals as the Board may see fit.

#### ARTICLE IV • COMMITTEES

All Committees, standing or special, shall be appointed by the President at the Annual Meeting or as soon thereafter as possible before the start of the fiscal year or as needed. The Committee Chairperson shall be encouraged to attend Board meetings to provide the benefit of their input.

##### **Mission Committees**

Committees are to be established as required to execute the elements of the mission statement. The mission functions required are: Skill enhancement through ongoing and intermittent programming; Outreach to the community through exhibits open to the community; and identifying and rewarding worthy art students through an annual Scholarship.

- 1) Standing committees for these purposes include: Membership, Program, Workshop, Exhibit and Scholarship.
- 2) Special committees for specific purposes are to be formed as needed.

##### **Support Committees**

Committees are to be established to provide support services needed to maintain ASA's legal standing as a 501(c)(3) organization and facilitate execution of the core functions.

- 1) Standing committees for these purposes include: Finance, Compliance, (both chaired by the Treasurer), Communication, Documentation (both chaired by the Secretary).
- 2) Special committees for specific purposes are to be formed as needed.
- 3) Any member providing Support services to ASA may be compensated for their work through exemption from payment of dues or by direct financial compensation as approved by the Board.

##### **A. Mission Committees**

1. The Membership Committee shall consist of three Signature Members. These members shall be appointed by the President with reference to their knowledge of art and their fitness for the position. The duties of this committee shall be to review member's qualifications for Signature Membership and make recommendations the Board on behalf of the member;
2. The Program Committee shall consist of the chairperson and one or more additional members as available. The duties of the committee shall be to schedule programs for traditional Wednesday evenings and coordinate with organizers of other studio programming.
3. The Workshop Committee shall consist of the chairperson and one or more additional members as available. The duties of the committee shall be to recruit and schedule multi-day workshops.

4. The Exhibit Committee shall consist of the chairperson and one or more additional members as available. The duties of the committee shall be to
5. The Scholarship Committee shall consist of three members. The duties of this committee shall be to seek out promising high school students on behalf of the Board to be recipient(s) of ASA's annual scholarship.

#### B. Support Committees

1. The Communication Committee shall consist of the Secretary and one or more members as available. The duties of this committee shall be to
  - a. Keep the membership records up to date, including current address, phone, and email contact information,
  - b. Carry out the annual renewal process (in coordination with the Treasurer),
  - c. Maintain ongoing communication among members including regular emails and an internet presence through a website, Facebook page or other mechanism that technology or trends may make relevant, and
  - d. Seek out opportunities to publicize ASA activities in any and all available forums.
2. The Documentation Committee shall consist of the Secretary and one or more members as available. The duties of this committee shall be to:
  - a. Record minutes of Board and General Membership meetings,
  - b. Maintain both paper and electronic files of these minutes,
  - c. Be familiar with and keep track of ASA's accumulated historical materials in coordination with the History Committee, if active.
3. The Finance Committee shall consist of the Treasurer and one or more members with expertise in accounting and/or finance as available. The duties of this committee shall be to:
  - a. Prepare a Budget based on the year's likely operating receipts and expenses. input from all the Standing Committees concerning planned programming should be utilized as well as known operating expenses (e.g., rent, insurance, professional services) from prior year financial records and other documents. Present the Budget for Board approval by the end of January.
  - b. Maintain financial accounts under in double-entry format to produce both a Balance Sheet and an Income Statement on a regular basis.
  - c. Plan the timing and amounts of any draw-downs on ASA investment assets needed to cover estimated Expenses.
  - d. Pursue outside funding sources when compatible with the ASA Mission Statement.
4. The Compliance Committee shall consist of the Treasurer, the President and one or more members with relevant expertise or experience as available. The duties of this committee shall be to verify that ASA is and remains in compliance with all necessary reporting and filing with government entities to maintain its 501(c)(3) non-profit status.

#### ARTICLE V • MEMBERSHIP

- A. Membership in the Akron Society of Artists shall be open to any person who supports its Mission Statement.
- B. Applications for membership shall include a year's dues, or half a year's dues if

application is made after July 1, and be presented to the Treasurer, who shall process the funds and turn the applicant's information over to the Secretary or the person delegated with responsibility for maintaining membership records.

- C. Signature Membership is granted by the Membership Committee, with Board approval, on an invitational basis. Procedures for membership application and guidelines defining the requirements and basis upon which the Membership Committee judges qualified members for Signature Membership are provided separately from this document by the Membership Committee.
- D. Any member may resign at any time by giving written notice of intention to do so to the Secretary who will convey it to the Board.
- E. All persons who are members in good standing at the time of adoption of these bylaws shall continue to be members subject to the Constitution & Bylaws herein set forth.
- F. Classes of membership established are as follows:
  - 1. SIGNATURE MEMBERSHIP -A Signature Member shall be a person of competent skill in the visual arts who practices painting, drawing, illustrating, sculpting, architecture, graphic art or any other allied fine arts; who has done original creative work of meritorious character; who will promote and support ASA; who may attend meetings regularly and serve on committees as needed. A Signature Member shall be eligible to hold office and be entitled to vote. A Signature Member shall be entitled to use the designation, "ASA" after their name on artwork and in self-promotion.
  - 2. ASSOCIATE MEMBERSHIP -An Associate Member shall be a person with artistic potential who will promote and support ASA; who may attend meetings regularly and serve on committees as needed while working to achieve the competent level of skill required by the Membership Committee to become a Signature Member. An Associate Member shall be eligible to hold office and be entitled to vote.
  - 3. AFFILIATE MEMBERSHIP - An Affiliate Member shall be a person who wishes to support the mission and activities of ASA but does not participate in the activities of ASA, whether due to their distance from the studio or any other circumstance. An Affiliate Member may serve on committees but shall not be eligible to hold office, nor to vote, nor to participate in exhibitions.
  - 4. EMERITUS MEMBERSHIP - An Emeritus Member shall be a Signature Member elected by the Board for many years of outstanding service and dedication to ASA. Emeritus Members shall be honored by a suitable certificate which shall be presented to them at an appropriate ASA event. An Emeritus Member shall be exempt from payment of dues for the duration of their ASA affiliation and shall be eligible to hold office and be entitled to vote.
  - 5. PATRON MEMBERSHIP - A Patron Member shall be an individual or organization or business entity who will promote and support ASA with a yearly, minimum financial contribution established by the Board; who may or may not be able to attend meetings regularly; or who may or may not actively practice the production of art. A Patron Member may serve on committees as needed.
- G. The annual dues for Signature, Associate, and Affiliate Membership shall be established by the Board and shall be paid in advance.
- H. Long-distance Status - The Board may establish reduced annual dues for those

members whose residence is more than 50 miles from the ASA studio. This does not alter the rights and privileges otherwise applicable to the underlying membership status.

- I. Waiver of annual dues for any member may be approved by the Board in Executive session.

#### ARTICLE VI • MEETINGS

- A. The General Membership meetings of ASA shall consist of two meetings: an Annual Meeting in October for the purpose of electing the officers for the following year and in February for the purpose of reviewing the prior year's results and planning the current year's activities. Such meetings shall be held at ASA's studio or such place as may be designated in a notice sent to each member not less than one week before the time fixed for such meetings.
- B. Special meetings may be called at any time by the President or by a majority of the members of the Board, but a statement of the purpose of such special meeting shall be contained in a notice thereof sent to each member not less than one week in advance of the holding of such a meeting.
- C. At any General Member meeting, the order of business shall be such as may be determined by the presiding officer.
- D. Ten or more members shall constitute a quorum for the transaction of business at any General Member meeting.
- E. The Board meetings will customarily be held monthly, during weekly programming periods but shall be held at least twice between September and December and at least three times between January and June.
- F. Five or more Board members shall constitute a quorum for the transaction of business at any Board meeting.
- G. Each Signature Member, Associate Member, Patron Member and Emeritus Member of ASA shall be entitled to one vote in person or by voice through telephone or other electronic media, upon each subject properly submitted to vote, provided the member is not in default for payment of dues. It shall be the responsibility of the Secretary or Treasurer to advise the presiding officer, prior to the opening of any meeting, of any members present and ineligible to vote under the provisions of these rules.

#### ARTICLE VII • LEGAL PAPERS

- A. All contracts or legal papers, except as herein mentioned, shall be signed by the President with Board approval, or in his/her absence or disability, by the Vice President. This should not be interpreted as interfering with those functions delegated to the Secretary or Treasurer.
- B. The money of ASA shall be deposited in a bank selected by the Board and may be withdrawn on approval by the Board, by check signed by the Treasurer, or as provided in Article III, Paragraph H.

#### ARTICLE VIII • PROPERTIES

- A. All tangible properties other than Original Artwork may be acquired or disposed of as the Board may see fit.

- B. Original Artwork shall be distinguished between that by ASA members, past or present, and all others. Reasonable diligence in reviewing ASA membership records must be exercised in establishing the membership status of any artist in question. In circumstances necessitating the disposal of Original Artwork, the following guidelines are to be followed:
1. Original Artwork by ASA members shall be offered back to the artist or, if said artist is deceased, family or descendants of the artist. Reasonable diligence in seeking descendants must be exercised including but not limited to such avenues as census records, published obituaries and family history data bases.
  2. Original Artwork by other artists shall be presumed to have been acquired through compensation to the artist, either for the work itself or as the product of a paid demonstration at an ASA event. ASA files are to be reviewed for information on these works and any specific directive concerning future disposal is to be honored. Also, any explicit documentation that a given work was received without compensation qualifies the work to be treated as described in paragraph 8.1.
- C. Original Artwork acquired through compensation or not accepted back by the artist or artist's family or descendants may then be sold through a licensed, bonded and insured art gallery or art auctioneer as appropriate to the works being offered.

#### ARTICLE IX • DISSOLUTION

- A. In the event of the dissolution of the Akron Society of Artists, it shall be the responsibility of the current officers to dispose of all properties owned by ASA under the guidelines of Article VIII.
- B. Treasury balance, after all bills are paid, is to be made a gift to an organization such as the neighborhood art center or other non-profit organization whose basic aim is art education. It may be in the name of our first president, Roy Wilhelm, or in the name of the Akron Society of Artists.
- C. A final letter stating all details of disposal and accounting for any money shall be mailed to all members of that date and to any past members to whom it may be of value. It is to be assumed that the above will be handled promptly and in good faith.

#### ARTICLE IX • PARLIAMENTARY AUTHORITY

- A. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern ASA in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order ASA may adopt.

#### ARTICLE X • AMENDMENT OF BYLAWS

- A. These bylaws may be amended at any Annual, regular or special meeting of ASA by a majority vote of the attendant, eligible voting membership, provided that the amendment has been submitted in writing at the previous regular meeting.

#### MEMBERSHIP APPLICATION PROCEDURE

Re.: ASA Constitution & Bylaws (Revised and Adopted \_\_\_\_, 2017) regarding the various levels of membership. Initially, artists are invited to become members of the Akron Society of Artists at the Associate level. Some artists, whose skill and professionalism exhibit a high degree of

proficiency, may be invited to become Signature Members at the outset. Artists are required to complete an application form to be returned to the Secretary and pay a year's dues to the Treasurer on application. The submission of a resume is suggested but not mandatory.

Signature status is offered to Associate Members by the Membership Committee Chairperson when the Membership Committee has observed sufficient evidence that the Associate's work exhibits a level of skill and proficiency as to qualify for Signature status. GUIDELINES FOR THE MEMBERSHIP COMMITTEE

(Revised, October 2002) is a document defining the criteria used by the Committee to assess Signature status and is included in this application package. Associate Members are encouraged to attend the Society's periodic critique meetings. At the critiques, the Membership Committee will observe the work of all Associates with regard to assessing their work. Associate Members will be informed of the areas in which their work could be improved, thus increasing their chances of being invited to Signature status. Associate Members will be notified formally by the Membership Committee Chairperson when it has been observed by the Committee that their work has reached a level that will earn them invitation to Signature status. The Membership Committee's recommendation regarding the invitation of an artist to become a Signature Member shall be approved by the Governing Board.

An Affiliate Member shall be a person who will promote and support the Society; who may or may not be able to attend meetings regularly; or who may or may not actively practice the production of art; and who may serve on committees as needed but shall not be eligible to hold office nor to vote, nor to participate in exhibitions.

A Patron Member shall be an individual or organization or business entity who will promote and support the Society with a yearly, minimum financial contribution established by the Board; who may or may not be able to attend

#### MEMBERSHIP COMMITTEE STATEMENT OF PURPOSE

The Akron Society of Artists is a professional organization, and the Officers, Governing Board and Membership Committee wish to maintain that reputation. As members of one of Ohio's oldest and most active art organizations, our goal is to develop our individual artistic skills to our fullest potential and to become the best artist we are capable of becoming. Our rewards are the friendship and assistance of other artists as we pursue our goals and the satisfaction that comes with gaining the skills necessary to express our own unique artistic vision.

An invitation to become a Signature Member of the Akron Society of Artists will be the natural outcome of the process of gaining mastery of your artistic skills, a reflection of your ability to carry a work of art successfully through all phases of development from concept through completion with skill and competence.

GUIDELINES FOR THE MEMBERSHIP COMMITTEE  
(Revised October, 2002)

Under the new GUIDELINES FOR THE MEMBERSHIP COMMITTEE, high standards have been set for being invited to Signature status. Please refer to the ASA Constitution & Bylaws, Article V, regarding the definition of the six levels of membership: Signature, Associate, Affiliate, Emeritus, Honorary, and Patron.

Below are the guidelines and criteria designed as the standard against which the Membership Committee judges the qualifications of an Associate member's work to be considered for Signature member status.

SKILL & CONTROL OF MEDIUM

- Draftsmanship & Rendering
- Color
- Values

DESIGN -Visual Plan (Organization of Elements)

- Balance
- Symmetry
- Asymmetry
- Unity

COMPOSITION -Arrangement of Elements of the Whole

- Interest
- Relevance
- Selection
- Unity

ORIGINALITY -Unique Visual Imagery

- Difference -How does the work differ from other artistic statements of the past?
- Expression -Does the work convey the artist's message successfully?