

**CONSTITUTION and BYLAWS of
THE STAMFORD ART ASSOCIATION, INC.
Revised 1994**

Page 1.
CONSTITUTION

ARTICLE I NAME and ADDRESS

Section 1 - The name of this organization shall be--
The Stamford Art Association, Incorporated
(hereinafter referred to as SAA).

Section 2 - The principal office shall be located in Stamford,
Connecticut.

ARTICLE II PURPOSE

Section 1 - The purpose of this organization shall be to:

A) sponsor a program of community education and
appreciation of the arts in general, and fine arts in particular,
with an emphasis on the visual arts.

B) improve, foster, develop, stimulate and promote interest
and appreciation of the visual arts in the City of
Stamford, Connecticut and its vicinity.

C) Develop, operate and maintain an educational program
for its members and the general public, including children
enrolled in the public schools and other institutions of higher
learning in the Stamford area.

D) Sponsor art exhibits for the benefit of the general public.
E) Encourage, foster, stimulate and enhance excellence in
the visual arts by participants.

Section 2 - SAA shall be non-sectarian, non-racial,
nonpartisan and non-political; and, shall refrain from any
affiliation or- endorsements with other individuals or
organizations whose' goals or objectives are contrary to
those stated above.

ARTICLE III MEMBERSHIP

Section 1 - Membership is open to all who support the
purposes of this organization. Member rights, including
voting rights, apply to members in good standing, except as
delineated in the Sections of this Article which follow.
Membership good standing is defined in the Bylaws.

Section 2 - There shall be six general categories of
membership:

A) Individual - This includes:

Regular - artist with exhibition rights.

Senior- artist with exhibition rights and at least 62
years of age.

Student - artist with exhibition rights, under 22 years
of age and currently enrolled full time in a
public or private school.

Life - artist with exhibition rights, one-time dues
payment.

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Page 2.
CONSTITUTION

- B) Auxiliary- Non-exhibiting individual, reduced dues
- C) Dual- Two individuals dwelling in the same residence
and includes at least one artist with exhibition rights.
- D) Honorary- Conferred no dues payment required.
- E) Contributing- Which includes Benefactor, Supporting,
Sponsor and Patron. Will be individual or dual and has the
same exhibition rights as those categories.
- F) Corporate - Non-exhibiting.

Section 3 - Voting rights for the categories of membership
in Section 2 are:

- A) All Individual members except Student have 1 vote.
Student members have no vote.
- B) Dual members have 2 votes (1 vote per individual).
- C) All Individual Contributing members have 1 vote. All
Dual Contributing members have 2 votes (one vote each).
- D) Honorary, Corporate and Auxiliary members have no
vote.

Section 4 - The membership year is July 1 through June 30
of the following calendar year.

ARTICLE IV GOVERNMENT

Section 1 - The government of this organization shall be
vested in an Executive Board and Directors. The combined
Executive Board and Directors shall be known as the Board
of Directors.

Section 2 - The Executive Board shall be responsible for
executing established policies and procedures. The Board of
Directors shall be responsible for establishing new, or
modifying existing, policies and procedures.

Section 3 - The Executive Board shall consist of the
President, a First Vice President, a Second Vice President,
a Secretary, and a Treasurer, each elected annually by the
eligible voting membership. The Directors shall consist of
twelve individuals, nine of whom are elected and three of
whom are appointed by the President. Of the nine elected
Directors, three are elected annually by the eligible voting
membership. They are to serve three year terms to replace
Directors whose three year term has expired. Any vacancies
that exist for the remaining six elected Directors with
unexpired portions of a three year term at the time of
election, shall be filled by election of Directors for the
unexpired one or two year terms.

End of page

CONSTITUTION (continued)

Section 4 - The three appointed Directors shall be appointed for one year terms by the President with the advise and consent of the Board of Directors at the Board of Directors meeting immediately following the annual election. Interim term vacancies of Directors or Executive Board members shall be filled by Presidential appointment with the advise and consent of the Executive Board. Such interim term appointments shall be replaced by the election of individuals at the succeeding annual election.

Section 5 - Only individuals currently members in good standing may be nominated or otherwise be elected for a position on the Board of Directors. No member of the Executive Board may be nominated or elected to succeed themselves in the same position if the individual has held the same position for three successive years. No individual may be nominated or elected to succeed themselves as (Director if they have held that position for four successive years. Partial year service because of vacancy appointment shall not be included in these restrictions. Section 6 - A legal vote of the Executive Board shall consist of a majority vote of those present provided at least four members of the Executive Board are present at an Executive Board Meeting. Only a conference call among at least four Executive Board members may substitute for in-person presence.

Section 7 - A legal vote of the Board of Directors shall consist of a majority vote of those present provided at least nine members of the Board of Directors are present at a Board of Directors meeting. Only a conference call among at least nine. members of the Board of Directors may substitute for in-person presence.

Section 8 - A legal vote of the general membership shall consist of a majority vote of the eligible voting membership who vote provided at least half of the eligible membership votes. Non-duplicating written proxies signed by eligible voting members and sent by mail are permitted and shall be counted as bona fide votes.

ARTICLE V NOT-FOR-PROFIT-STATUS

Section 1 - No part of the corporation's income is distributable to its members, director's or officers, and the corporation shall not have or issue shares of stock or pay dividends, nor is it formed for pecuniary profit, nor shall any part of its net earnings inure to the benefit of any private individual. No part of its activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

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ARTICLE VI DISSOLUTION

Section 1 - In the event of dissolution, all property of the corporation shall be used exclusively for charitable and/or educational purposes and, after payment of all debts and liabilities, the net assets remaining shall be donated to a bona fide charitable or other not-for-profit organization as shall be selected by the Board of Directors, provided such organization is duly qualified under Section 301(C) of the Internal Revenue Code. In no event shall any officer, director or member of the corporation, or any other private

End of page

CONSTITUTION (continued)

individual, be entitled to any part of the property or other assets of the corporation.

Section 2 - Specific gifts, bequests, and/or donations to the corporation may be restricted as to disposition upon dissolution provided such restriction is not contrary to the full sense and meaning of Section 1 of this Article.

Section 3 - Upon dissolution of SAA, any state or federal funds remaining after payment of all just debts and obligations shall be turned over to the Connecticut Commission on the Arts, or assigns.

ARTICLE VII AMENDMENTS

Section 1 - This Constitution may be revised or amended by a legal vote of the Board of Directors provided that such revision or amendment is twice ratified by legal votes of the eligible voting membership in two consecutive membership years and provided further that solicitation of membership ratification shall be no earlier than six (6) months after the start of each membership year in which the Board of Directors voted to enact such revision or amendment.

Section 2 - This revision of the Constitution shall be effective at the beginning of the membership year following ratification. Subsequent revision or amendment of this Constitution shall be effective at the beginning of the membership year following final ratification by the membership.

Section 3 - No less than thirty days before the annual meeting, SAA shall provide members with proposed. subsequent revisions or amendments to this Constitution and with proxy ballots for the purpose of voting for or against ratification of the proposed changes. The ballots are to be returned to the Secretary before the start of the Annual Meeting, unopened, in identifying envelopes provided to the membership. Returned proxies may be by mail or by hand. Proxy votes are opened during the tally.

Section 4 - At the Annual Meeting the Secretary shall appoint two tellers from the membership, one for and one against ratification, and neither of whom shall have served on the current Board of Directors. The tellers will tally the proxies to determine the outcome of the proposed changes to the Constitution. The Secretary will supervise the tally.

Section 5 - The ratification procedures of Sections 3 and Section 4 above shall be repeated in the next consecutive membership year as provided in Section 1.

Section 6 - No provision or amendment of the Bylaws, which follow, shall alter the sense or meaning of this Constitution.

BYLAWS

ARTICLE 1 MEMBERSHIP and DUES

Section I - Qualification and categories of membership ~ provided in Article ill of the Constitution.

End of page

BYLAWS (Continued)

Section 2 - A candidate for membership shall make application to the Membership Committee. Acceptance of dues payment by SAA shall signify admission of the candidate as a member in the category of the application. Members may change their category of membership for a subsequent year by request to the Membership Committee provided that such change is in accordance with the restrictions of Article III of the Constitution.

Section 3 - Dues established by the Board of Directors shall remain in force for at least one membership year. Unless modified at least three months prior to the beginning of a membership year, dues shall remain in force for the following membership year.

Section 4 - Membership renewal notification shall be mailed to the last known address of a member at least sixty days prior to a new membership year.

Section 5 - A member is and remains a member in good standing upon timely payment of dues unless expelled. Annual dues must be paid on or before the beginning of a membership year or membership closes.

Section 6 - Only members in good standing shall be allowed to participate in member-only functions of SAA or to vote in accordance with their eligibility as defined in Article III of the Constitution.

Section 7 - Any member may be expelled for cause by a legal vote of the Board of Directors. Such member and all members of the Board of Directors shall be notified of the proposed expulsion in writing, said notice to be by first class mail to the last known addresses and postmarked at least fifteen days prior to the Board meeting at which such expulsion will be considered. The member shall be given an opportunity to appear at the meeting and be heard in his or her own defense before the Board shall vote thereon. A resolution of expulsion so adopted shall annul such membership, and thereupon such member so expelled shall not be entitled to any interest, participation or property rights in the organization's assets or effects.

ARTICLE II MEETINGS

Section I - The Annual Meeting of SAA shall be held in May of each year. The Annual Meeting shall be for the election of Officers and Directors as specified in Article IV of the Constitution, and for the consideration of such other business as may properly come before it.

Section 2 - Special Membership Meetings of SAA shall be called by the President or by a member of the Executive Board at the request of either nine members of the Board of Directors or by petition from at least seventy-five members in good standing. Such request shall be made in writing with reason stated and provided to the President or other member of the Executive Board at least sixty days before a requested meeting date.

Section 3 - Members shall be notified of the reason, date and location of the Annual or Special Membership Meeting by first class mail postmarked no later than thirty days before the meeting date.

BYLAWS (Continued)

Section 4 - Meetings of the Board of Directors shall be held monthly or at the call of the President. Any Officer or Director absent from three consecutive Board meetings shall be dropped automatically from such body unless there be due cause. Said Board member shall convey and explain "due cause" before or during the next scheduled Board meeting which follows the third consecutive absence.

Section 5 - Special Board of Director Meetings shall be called by the Secretary at the request of at least nine Board members.

Section 6 - Meetings of the Executive Board may be called by the President, or by the Secretary at the request of at least four Executive Board members.

Section 7 - Past Presidents, who are currently members of SAA, shall serve as advisory, ex-officio, non-voting members of the Board of Directors.

ARTICLE III GOVERNMENT

Section 1 - The government of SAA shall be vested in the Executive Board and Board of Directors as provided in Article IV of the Constitution. A decision by either Board may be rescinded by a legal vote of the membership at the Annual Meeting or a Special Membership Meeting.

Section 2 - The Board of Directors shall have control and management of the property and finances of SAA, subject to the will of the membership, as provided in Section 1 of this Article, provided also that any action does not alter the sense and meaning of Article V and Article VI of the Constitution.

ARTICLE IV ELECTIONS

Section 1 - The President shall appoint, with approval of the Board of Directors, a Nominating Committee of not less than three members of SAA. These appointments shall be made no later than February 1st of each calendar year.

Section 2 - In accordance with Article IV, Section S of the Constitution, the Nominating Committee shall select from the membership nominees for each position of the Executive Board and each known forthcoming vacancy for the nine elected Directors; no member of the Nominating Committee shall be eligible for any elective office by action of the Nominating Committee.

Section 3 - The Nominating Committee shall endeavor to make the selection for the office of President from those who have served on the Board of Directors and who are therefore knowledgeable of the policies and procedures of SAA, thereby providing for functional continuity.

Section 4 - Nominees for Director shall include the term of office; at least three Directors will be nominated each year for three year terms. Nominees for Director to fill vacancies of unexpired terms will include the term of one or two years of the vacant Directorship.

BYLAWS (Continued)

Section 5 - Independent of the Nominating Committee, any member may sponsor one or more other members in good standing as nominees for election. Such sponsorship must be in writing, specific as to proposed Board position, supported by the written petition of at least twenty eligible voting members and mailed to the Nominating Committee no later than March 1st of the membership year. If the petition candidates so sponsored are not on the slate of nominees selected by the Nominating Committee, they will be considered as alternate nominees for the specific Board positions for which they are sponsored.

Section 6 - The Nominating Committee shall inform the Executive Board, in writing, not less than forty-five days prior to the Annual Meeting, the names and proposed positions of the individuals on their slate of nominees, and the names and proposed positions of any alternate nominees. Postmarked not less than thirty days before the Annual Meeting, the Executive Board shall notify the eligible voting membership of the Nominating Committee slate and any alternate nominees. Such notification shall include proxy ballots which are to be returned to the Nominating Committee before the start of the Annual Meeting, Unopened, in identifying envelopes-provided to the membership. Returned proxies may be by mail or by hand. Proxy votes are opened during the tally.

Section 7 - SAA will provide any member, on request, a list of eligible voting members and last known telephone numbers.

Section 8 - At the Annual Meeting the Nominating Committee will appoint two independent tellers from the membership, neither of whom has served on the Nominating Committee or the current Board of Directors, to tally non-duplicating votes and proxies to determine the election. A representative of alternate petition candidates may be present at the tally. The Nominating Committee will supervise the tally.

Section 9 - Elected Board members shall serve their terms beginning on July 1st following election. Officer terms end June 30th each year. Director terms end June 30th of the expiration year of their one, two or three year terms.

ARTICLE V DUTIES

Section 1 - All officers' duties shall be such as ordinarily pertain to or indicated by the titles of their offices.

Section 2 - The President shall direct and supervise the affairs of SAA and shall make an annual report thereon to the membership. The President shall appoint the Chairpersons of all committees.

Section 3 - The First Vice-President shall perform the duties of the President at the request of the President and in the absence of the President; The first Vice-President shall succeed as President if the President is deceased, resigns or is removed from office.

Section 4 - The Second Vice-President shall perform the duties of the President at the request of the President, but only in the absence of both the President and First Vice-President.

BYLAWS (Continued)

Section 5 - The Secretary shall keep the minutes of SAA meetings, shall be the custodian of official records (except the Treasurer's records), including an up-to-date copy of the association's Constitution and Bylaws.

Section 6 - The Treasurer shall be responsible for all receipts and disbursements, including dues payable, keep the books of SAA, and shall report to the Board of Directors at least quarterly on the financial condition of the Association. The Treasurer shall be bonded. The Treasurer's records shall be audited annually under the supervision of a Finance Committee appointed by the President. An audit shall also be conducted not later than sixty days after a new Treasurer assumes the position.

Section 7. The Vice-Presidents and Directors shall perform such other duties as may be assigned by the President, including acting as Chairpersons of Standing or Ad Hoc Committees.

Article VI COMMITTEES

Section 1 - The Association shall have the following standing committees: Education; Exhibits; Finance; Fund-Raising; House; Membership; Program; Public Relations; and Special Events, plus any other Committees deemed proper and necessary by the Board of Directors to fulfill the objectives and purpose of SAA.

Section 2 - All Committees will be guided by the advice and counsel of the Board of Directors.

Section 3 - The Education Committee shall be responsible for implementing SAA's educational programs. This Committee may cooperate with other organizations in educational activities which are in agreement with the goals and purposes of SAA as stated in the Constitution.

Section 4 - The Exhibits Committee shall be responsible for planning and arranging all details pertaining to the exhibits at the SAA House and outside shows. With the approval of the Board of Directors, the Committee will determine exhibit entry rules and fees for members and non-members. The Committee will make no effort to censor any artist or art material, but does reserve the right to remove or prohibit works which, in the opinion of the Exhibits Committee, would tend to harm the standing of the Association in the eyes of the community. The Committee will be responsible for collections and sales of exhibited art work.

Section 5 - The Finance Committee will be responsible for assisting the Treasurer in the performance of his duties whenever possible and appropriate. Also, they will oversee the proper establishment and distribution of prize monies. Their major emphasis and goal will be to promote the financial welfare of SAA. They will present annually a balanced budget in cooperation with the Treasurer, to the Board of Directors for their approval. This Committee will arrange for audits as required in Article V of the Bylaws.

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BYLAWS (Continued)

Section 6 - The Fund-Raising Committee will endeavor to obtain financial assistance from corporations and local businesses, preferably as renewing memberships and not occasional donations. Their main functions will be to alleviate the financial obligations of SAA by obtaining alternate grants from new and additional sources.

Section 7 - The House Committee will oversee the maintenance and proper management of House activities.

Section 8- The Membership Committee shall have the responsibility of dues payable, membership receipts and keeping adequate records of membership by category.

Section 9 - The Program Committee shall schedule SAA programs approved by the Board of Directors. It shall present a proposed planned year to the Board with recommendations for implementation.

Section 10 - The Public Relations Committee will be responsible for internal and external communications including news releases, calendar of events and an internal newsletter.

Section 11 - The Special Events Committee will be responsible for SAA social, special and fund-raising events including trips and tours locally and abroad. The Committee will cooperate with governmental organizations to enhance community life and encourage tourism.

Section 12 - Chairpersons of Standing Committees may include members on their committees with approval of the President.

Section 13 - Chairpersons of Standing Committees who are not current Board members shall be eligible to attend and advise at appropriate meetings of the Board of Directors.

ARTICLE VII LIMITATIONS

Section 1- Neither the Executive Board nor the Board of Directors shall incur borrowed indebtedness except for the mortgage or renovation of SAA realty.

Section 2- No expense over \$250 can be incurred by a Chairperson without the consent of the Executive Board or the Board of Directors.

Section 3 - No expense over \$500.00 ~ be incurred by the President without the consent of the Board of Directors.

ARTICLE VII PARLIAMENTARY PROCEDURE

Section 1 - Robert's Rules of Order (revised) shall govern the proceedings of meetings of SAA, except as provided in the Bylaws.

Section 2 - Provisions of Connecticut State statutes regarding the conduct of the affairs of organizations such as SAA shall apply except as provided in the SAA Constitution and Bylaws.

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BYLAWS (Continued)

ARTICLE IX REMOVAL FROM OFFICE

Section 1 - Any Officer or Director may be removed from office as a result of failure to fulfill the duties of said office, or for conduct detrimental to the best interests of SAA. The Officer or Director shall be given written notice of any charge ten days before the question is reviewed at a Board of Directors meeting. Said Officer or Director will be permitted to speak and defend his/her position. A vote of twelve Board members is required for removal.

ARTICLE X AMENDMENTS

Section 1 - These SAA Bylaws may be revised or amended by a legal vote of the Board of Directors provided that such revision or amendment is ratified by a legal vote of the eligible voting membership in the same membership year the Board of Directors voted to revise or amend the By-laws, and provided further that solicitation of membership ratification shall be no earlier than six months after the start of a membership year.

Section 2 - This revision of the Bylaws shall be effective at the beginning of the membership year following ratification. Subsequent revision or amendment of the Bylaws shall be effective at the beginning of the membership year following ratification by the membership.

Section 3 - No less than thirty days before the annual meeting, SAA shall provide members with proposed subsequent revisions or amendments to the Bylaws and with proxy ballots for the purpose of voting for or against ratification of the proposed changes. The ballots are to be returned to the Secretary before the start of the Annual Meeting, Unopened, in identifying envelopes provided to the membership. Returned proxies may be by mail or by hand. Proxy votes are opened during the tally.

Section 4 - At the Annual Meeting the Secretary shall appoint two tellers from, the membership, one for and one against ratification, neither of whom shall have served on the current Board of Directors. The tellers will tally the proxies to determine the outcome of the proposed changes to the Bylaws. The Secretary will supervise the tally.

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