

# **BY-LAWS**

## **SONORAN PLEIN AIR PAINTERS**

Adopted September 26, 2019

### **ARTICLE 1: ORGANIZATION AND PURPOSE**

#### **Section 1.1: Name, Status, and Purpose**

Sonoran Plein Air Painters ("SPAP" or the "Organization") is a nonprofit, tax-exempt corporation under Section 501(c)(7) of the Internal Revenue Code, as amended. SPAP will not engage in a regular business of a kind ordinarily carried on for profit. No part of SPAP's net earnings shall inure to the benefit of any member. SPAP is organized exclusively for social, recreational, and educational purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code, as amended, or corresponding section of any future Federal tax code as may be amended from time to time. The Organization's goal is to enhance the advancement and development of plein air painting.

#### **Section 1.2: Objectives**

SPAP has as its primary goal the advancement and development of plein air painting. To achieve these objectives SPAP shall provide for its members and interested community supporters opportunities for educational, creative and cultural benefits, encouraging fellowship and mutual support. Benefits of SPAP membership and support will include various activities such as art shows, exhibits, paintouts, workshops, study groups, critique groups, demonstrations, and meetings designed to stimulate interest in plein air painting, as deemed practical.

#### **Section 1.3: Location**

The principal office of Sonoran Plein Air Painters in the State of Arizona shall be located in the City of Tucson, County of Pima. The Organization may have such other offices, either within or outside of the State of Arizona, as the Board of Directors may designate or as the business of SPAP may require from time to time.

### **ARTICLE 2: MEMBERS**

#### **Section 2.1: Eligibility**

SPAP is a membership organization open to those who are interested in preserving and promoting the tradition of painting en plein air—in the open air or outdoors—and advancing the objectives of SPAP. A member in good standing is one who meets the requirements for membership and whose dues are paid for the current membership year.

## **Section 2.2: Membership Year and Dues**

The membership year is the calendar year. Dues, fees, terms of membership and categories of membership will be set by the Board of Directors and may be amended from time to time at its discretion during a regular meeting of the Board of Directors. The Board of Directors may assess other fees for participants of special events or projects as deemed necessary.

## **Section 2.3: Categories of Membership**

The Board of Directors will set categories of membership and related eligibility criteria for Associate Membership, Artist Membership and Signature Membership at a minimum. The Board of Directors, at its discretion, may establish additional categories of membership and eligibility criteria, given that the new categories subscribe to the By-Laws and Policies of the Organization. Once established, categories of membership and eligibility criteria may be amended and dissolved by the Board of Directors at its discretion.

### **Section 2.3.1: Associate Member**

Associate Member is the entry-level membership for SPAP. It requires submission of a completed SPAP application form along with the required fee. Associate Members may petition the Board for immediate advancement to become an Artist Member, based on their level of artistic achievement. Advancement to the next level of membership requires the Associate Member to submit through the SPAP website an application with all listed requirements fulfilled, along with the required fee. The jury process to advance Associate Members to the next level of membership will be conducted by at least three Signature Members or by the Board of Directors if Signature Members are unavailable.

### **Section 2.3.2: Artist Member**

An Associate Member who has been in good standing for at least one year can apply to become an Artist Member by submitting through the SPAP website an application with all listed requirements fulfilled, along with the required fee. Open dates and deadlines for Artist Member applications will be established by the Board of Directors and posted on the website. The jury process for Artist membership will be conducted by a minimum of three Signature Members or by the Board of Directors if Signature Members are unavailable. Artist Members can conduct workshops and demonstrations through SPAP for the benefit of its Members. In the case of a workshop, the Artist Member must first be approved by the Board of Directors to be qualified to conduct a workshop by presenting their qualifications and a workshop proposal to the Board.

### **Section 2.3.3: Signature Member**

Signature Membership is open to any SPAP member whose level of achievement warrants special recognition. Members may submit through the SPAP website an application with all the listed requirements fulfilled along with the required fee. Jurying for Signature Membership will be conducted by a minimum of three Signature Members or by the Board of Directors if Signature Members are unavailable. Signature Members can conduct workshops and demonstrations through SPAP for the benefit of its Members. Workshop proposals must be submitted in advance to the Board of Directors.

### **Section 2.4: Annual Meeting of Members**

The Annual Meeting of the Members shall be held within the first quarter of the calendar year. Prior notice of the Annual Meeting will be posted on the SPAP website at least one month in advance of the meeting date and sent via email to all members in good standing at least two weeks in advance of the meeting date.

## **ARTICLE 3: BOARD OF DIRECTORS**

### **Section 3.1: General Duties and Responsibilities**

The business and affairs of Sonoran Plein Air Painters shall be managed by and are vested in the Board of Directors ("Board Members"). The Board of Directors has the duty to carry out the objectives and purposes of the Organization. The duties of the Board of Directors include:

1. Establishing and implementing policies and procedures for the operation of the Organization;
2. Establishing categories of and requirements for membership;
3. Establishing and overseeing committees of the Organization; and
4. Performing other functions as appropriate for the Board of Directors.

### **Section 3.2: Board Membership and Election**

The Board of Directors comprises four (4) officers that make up the Executive Committee, and not more than five (5) directors elected from among members in good standing. Election of new officers and/or new directors is determined by a vote of current Board Officers and Directors during a regular Board meeting.

### **Section 3.3: Terms of Service on the Board**

Board officers and directors shall be elected to serve terms of two (2) years. Board members shall not serve in the same board position for more than three (3) consecutive terms. No board member shall serve on the Executive Committee for more than three (3) consecutive terms.

### **Section 3.4: Board Meetings**

Board officers and directors have governing authority of the Organization and voting privilege during meetings of the Board of Directors. The Board of Directors will meet at least four times per year. A majority of Board members shall constitute a quorum at any Board of Directors meeting. Should a quorum not be present the meeting will adjourn until a majority is in attendance. The act of the majority of the Board members attending a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number than majority is required by law, the Articles of Incorporation, or these By-Laws. Each Board member present may cast one vote per motion during voting.

### **Section 3.5: Conflicts of Interest**

When an officer or director has a relationship with any individual or organization that has or proposes any project with SPAP, that officer or director shall disclose the relationship to the President, and shall refrain from voting on any decisions involving that individual or organization. The nature of the disclosure and the abstention of the officer or director shall be noted in the appropriate minutes of the Board of Directors meeting.

## **ARTICLE 4: OFFICERS AND DIRECTORS**

### **Section 4.1: Officers and Duties**

#### **Section 4.1.1: President**

The President shall be the principal executive officer of SPAP and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Organization, which responsibilities include:

1. To preside at and set the agenda for all meetings of the members and meetings of the Board;
2. To sign, along with the Secretary or any other proper officer of the Organization, any contracts or other instruments which the Board of Directors has authorized to be executed;
3. To approve, prior to payment, expenditures in excess of \$300.00; and
4. To perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

#### **Section 4.1.2: Vice President**

The Vice President acts for the President during the absence, disability, or failure to act of the President, and when so doing shall have all the powers and be subject to all the responsibilities of the office of President. The Vice President serves as the liaison between the officers and directors and performs other duties as requested by the President.

#### **Section 4.1.3: Secretary**

The Secretary records the minutes and decisions of all meetings of the Board of Directors and members. The Secretary will give, or cause to be given, all notices that are required to be given by these By-Laws. The Secretary shall maintain official copies of all minutes, decisions, reports, and supporting documentation from said meetings in the file repository of SPAP.

#### **Section 4.1.4: Treasurer**

The Treasurer oversees the financial management of the Organization, which responsibilities are:

1. To report on the financial condition of the Organization at Board of Directors meetings and at the annual membership meeting;
2. To sign and assist in the filing of all documents and returns to be filed with state and federal authorities;
3. To maintain current and accurate fiduciary records, and
4. To make deposits and write checks to pay SPAP bills and obligations. Expenditures in excess of \$300.00 require prior approval by the President before being paid.

#### **Section 4.2: Directors**

The Directors of the Organization are established by the Board of Directors to carry out the objectives and purposes of Sonoran Plein Air Painters. Director positions may be amended and dissolved by the Board of Directors at its discretion. Directors oversee committees of one or more members to work on activities that carry out the objectives and purposes of SPAP, including Membership, Shows and Exhibits, Communications, Publicity, Paintouts, Workshops, and/or other activities as necessary.

### **ARTICLE 5: FISCAL MANAGEMENT**

#### **Section 5.1: Fiscal Year**

The fiscal year of SPAP shall begin on January 1 and end on December 31.

#### **Section 5.2: Audit of the Treasurer**

The total account shall be subject to audit by an audit committee appointed by the Board of Directors at any time upon the request of five or more members of the Board of Directors.

### **Section 5.3: Accounts**

All accounts of Sonoran Plein Air Painters are required to be paid by SPAP check, bank card, or secure online banking. All monies due the Organization are required to be paid or remitted to the Treasurer for deposit in the bank accounts of the Organization.

### **Section 5.4: Fiscal Services**

A CPA or an accounting firm may be contracted with to provide fiscal services as approved by the Board of Directors.

## **ARTICLE 6: BOOKS AND RECORDS**

Sonoran Plein Air Painters shall keep at the statutory location, and/or on the secure password-protected area of the SPAP website, current and complete books and records of account required by law, including but not limited to minutes of the proceedings at the Annual Membership Meeting and Board of Directors Meetings. A current record shall be kept at the statutory location, of the names and addresses of all voting members. Books and records of the Organization may be inspected by any member, or any member's agent or attorney, for any proper purpose at any reasonable time as required by Arizona statute.

## **ARTICLE 7: INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Sonoran Plein Air Painters shall indemnify and hold harmless its existing and former Directors and Officers to the fullest extent allowed by law for any and all acts or omissions done or admitted to be done while engaged in, or acting on behalf of SPAP, and shall provide insurance sufficient to cover same.

## **ARTICLE 8: NONDISCRIMINATION**

Sonoran Plein Air Painters shall not discriminate against or deny any member or applicant for membership on the basis of race, color, creed, national origin, marital status, sex, sexual orientation, religion, mental or physical disability, age, or any other protected class recognized under the law, in offering any services or activities provided by SPAP.

## **ARTICLE 9: DISSOLUTION**

Upon an event of dissolution of SPAP, the Board of Directors shall, after paying or making provisions for payment of all the liabilities of SPAP, dispose of all its remaining assets to such nonprofit organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as having tax-exempt status under the nonprofit provisions of the Internal Revenue Code.



## ARTICLE 10: AMENDMENTS

Amendments to these By-Laws may be initiated by the Officers of the Organization or by a petition signed by at least twenty-five percent (25%) of the members in good standing. Notice of any potential change must be provided to the membership at least fourteen (14) calendar days prior to a meeting of the members at which voting on such measures is to occur. Amendments shall be approved by a majority of the members in good standing at a meeting of the members. Notice of approved changes to these By-Laws shall be published or distributed to all members no later than sixty (60) days following adoption.

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## ADOPTION OF BY-LAWS

I, Leri Jay, Recording Secretary of Sonoran Plein Air Painters, an Arizona Nonprofit Corporation, do hereby certify that the foregoing By-Laws were duly adopted at an organizational meeting of said Corporation by majority vote of the present voting members, there being a quorum, and held on the twenty sixth day of September, 2019, and that the same do constitute the By-Laws of said Corporation.

Dated this twenty sixth day of September, 2019

Jana Martinez President