

TOMBSTONE ASSOCIATION OF THE ARTS, LTD.

# BYLAWS

Governed by Roberts Rules of Order

APPROVED February 14, 2023

## DEFINITIONS

1. **Bylaws:** Govern our organization as a whole & have important bearing on the rights & duties of the members & on the degree to which the general membership is to retain control of or be relieved of.
2. Bylaws may only be amended by providing proper notice to the general membership & gaining a majority vote as set forth herein in Article VIII. Bylaws always supersede any Standing Rule that may be adopted.
3. **Standing Rules:** Direct the Executive Board (E-Board) of our organization. They are more flexible than Bylaws & may be revised as the need arises. They are **procedural** rather than parliamentary & may be amended by a vote of the E-Board. Members will be notified of any changes.

## Article I - Name and Objectives

1. **Name:** This Association shall be known as the Tombstone Association of the Arts, Ltd., (herein referred to as TAA, or the Gallery), doing business as the Tombstone Art Gallery.
2. **Objectives:**
  - a. The Tombstone Art Gallery is a non-profit cooperative organization established for the purpose of furthering the arts in the Tombstone vicinity & preserving the western flavor of the Tombstone area.
  - b. The Tombstone Art Gallery fulfills agreements made with the City of Tombstone to contribute to an on-going effort to maintain & preserve the historical integrity of the city building it occupies.
  - c. The Tombstone Art Gallery will only display original art created & crafted by our artisans/members & will support charitable & educational activities within the City of Tombstone.

## Article II – Executive Board (“E-Board”)

1. **Consists of:**
  - a. President, **Gallery Coordinator**, Vice President, Secretary, Treasure, Art Director, Craft Director, and Quilt Director.
  - b. At least one (1) of the Board members must be a permanent resident of Tombstone.
  - c. E-Board members serve without monetary compensation.
2. **Term of Office:**
  - a. Two (2) years commencing April 1<sup>st</sup> of the election year.
3. **Election of Executive Board:**
  - a. To run for office, you must be a member in good standing for at least one (1) year.
  - b. During the JANUARY member meeting the Vice President will choose three (3) members to volunteer to serve on the “Nomination Committee.” Vice President is the Chairperson.
  - c. The purpose of the committee is to contact the membership during January and inquire as to whom would be interested in being a candidate for an office.

- d. Prospective candidates must agree to serve before being added to nominee list.
  - e. During the **FEBRUARY** membership meeting, Vice President will deliver a slate of candidates as determined by the committee. Nominations from the floor will be accepted at this time.
  - f. The election is during the MARCH membership meeting and voting is by secret written ballot.
  - g. The Vice President will select two present members as "Ballot Counters."
  - h. The "counters" count & tally the votes. The President will announce the newly elected E-Board.
  - i. The secretary keeps the tally sheet & ballots in his/her records for no less than 6 months.
  - j. Installation of the new E-Board is during APRIL'S membership meeting.
- 4. Succession:**
- a. If a member of the board, other than the president, cannot complete their duties, & their remaining term is more than 6 months, within sixty (days) from resignation, a special election (following the same rules as a regular election) will occur to fill the vacancy. The board will appoint a temporary stand in until the membership elects a new board member.
  - b. If the remainder of the term is less than 6 months, the board will immediately appoint a stand-in to fill the remainder of the term.
  - c. The President shall be replaced *immediately* by the Vice President until a regular election will take place within sixty (60) days from resignation.
- 5. Removal From Leadership:**
- a. Any member may file with the *Executive Board*, in writing, a complaint concerning management of gallery affairs by an elected or appointed leader on the Executive Board.
  - b. The Executive Board is the only entity that has the authority to remove a leader from their office. The Board will investigate allegations & decide whether to discipline or remove the leader from office. The decision of the Board is final & requires a 2/3 majority vote.

## Article III - Duties and Responsibilities

- 1. The Executive Board shall:**
- a. Conduct the general business of TAA.
  - b. Recommend policies and procedures to the general membership & update Standing Rules of Operation when necessary.
  - c. Settle any disputes or grievances among the members.
  - d. Oversee the application of new membership & approval process.
  - e. Resolve disputes & grievances within the membership.
  - f. Terminate a membership or remove officers for cause.
- 2. The Gallery Coordinator shall:**
- a. Shall be responsible & accountable to the E-Board.
  - b. Be a resident of Tombstone.
  - c. Act as a liaison between local city government, businesses & operations of the gallery.
  - d. Manage day-to-day business operations to include being responsible for keeping gallery supplies stocked & enlisting member assistance when needed.
  - e. Make necessary decisions to resolve business challenges that may arise with customers or service people.
  - f. Be available to help other officers & directors when needed, as well as keeping track of ongoing projects.
  - g. Oversee the cleaning & maintenance contracts with the gallery.
  - h. Be available to any member who has questions, challenges and/or suggestions regarding all thing's gallery.



**3. The President shall:**

- a. Be the "Presiding Officer" to exercise general supervision over Gallery interests & welfare.
- b. Preside over Executive Board & General Membership meetings.
- c. Appoint all special committee chairpersons and auditors, as necessary.
- d. Is responsible to verify each committee completes its assignments.
- e. In February attend the Annual Quilt Show reception & in September attend the Annual Art Show Reception.
- f. President shall not make motions or vote, except as a tiebreaker.

**4. The Vice President shall:**

- a. Preside over the board & member meetings during the absence of the President.
- b. Vice President shall supervise the docents. Shall maintain & distribute the docent working calendar on a regular basis. Shall work with the Division Directors in arranging for & verifying new docent training.
- c. Shall maintain docent service hours, distribute a roster of member working totals to membership & provide yearly accounting to secretary for preservation.
- d. Help with administrative paperwork.
- e. Serve as Chairperson of the *"Nominating Committee."*

**5. The Secretary shall:**

- a. Take minutes of all Member and E-Board meetings.
- b. At least 3 days before an upcoming meeting, electronically distribute copies of the prior month's minutes for review & correction.
- c. Maintain all gallery records by keeping a file of minutes & backup materials.
- d. Keep originals of the By-Laws and Standing Rules of Operation & distribute, as necessary.
- e. In the president & vice president's absence, secretary will facilitate board & member meetings.
- f. Shall receive all new membership applications, maintain lists by division & date received & notify relevant directors of receipt of new member application.

**6. The Treasurer shall:**

- a. Keep an accurate account of all monies received and paid out.
- b. Verify all receipts, bills, and payment requests.
- c. The Treasurer is authorized to issue reimbursement checks only to individuals who present invoices to the Treasurer for goods and/or services he/she rendered.
- d. Expenditures more than two hundred dollars (\$200.00) must be pre-approved by the E-Board in advance.
- e. With the approval of the membership pay all bills & maintain accurate records for potential audit.
- f. Give an oral financial report at each regular meeting.
- g. Maintain & have available for member inspection, copies of the monthly financial report.
- h. Keep all gallery keys & maintain records of current key disposition.

**7. The Department Director(s) shall:**

- a. Upon election, Director may appoint a committee to assist them in their duties:
  - i. This may include a co-director if desired.
  - ii. In exceptional circumstances, the co-director may appear before the E-Board upon the request of the Director. The co-director is **not** a full-time member of the E-Board & only has the right to vote on behalf of the Director on issues with written or verbal consent of said Director. The Co-Director will not vote on issues without the Director's express consent.
- b. Organize & manage their department.
- c. Work with the E-Board on the application process of new membership.

- d. Have final say on quality of pieces displayed in gallery, subject to written appeal to the E-Board.
- g. Each department will maintain & keep their department records for safe keeping.
- h. Verify their department members are fulfilling their docent duties.

## Article IV – Meetings

1. The **E- Board** to meet the first Wednesday each month, beginning at 9:00 am, in the Fellowship Hall of the Tombstone Community Congregational Church.
2. **Regular Membership** to meet the second Tuesday each month, beginning at 9:00 am, in the Fellowship Hall at the Tombstone Community Congregational Church.
3. **Quorum** will be the number of Members present and a majority vote is any number over ½ of members present.
  - a. The President may call a “special” E-Board or Member meeting for urgent business. This requires five (5) days electronic (email) notice, stating the date, time, place, and all issues on the agenda.

## Article V – Membership

1. Any resident of Cochise County is eligible for membership. Membership is without regard to race, religion, sex, sexual orientation, or ethnic origin.
2. Eligible resident is a person who maintains residence in Cochise County at least five (5) months each year.
3. All members are responsible for keeping up to date on all official Gallery communication. All official communication from the Gallery shall be transmitted electronically (email or text). Individual exceptions to this must be presented to the Board.
4. Memberships are *Exhibiting, Non-Exhibiting and Honorary*.
  - a. All docenting members must have completed their two full day training by a board approved trainer.
  - b. All members are eligible to vote.
  - c. Except for Honorary Membership members may change their membership status upon approval of the E-Board. All rules regarding making up docenting time & removal of work will be applied.
  - d. “**Exhibiting**” members exhibit their art for sale, sit as a docent & meet annual docenting quota of 12 days/year & dues paid in full.
  - e. “**Non-exhibiting**” members do not want to show or sell their art in the Gallery, no quota of docenting time required & dues are paid in full.
  - f. “**Honorary**” members are by E-Board invitation only. They do not pay dues, have full membership (voting) rights & no docent quota hours required. They may show & sell their work in the Gallery.
  - g. In *extenuating circumstances*, & at the discretion of the E-Board, an exhibiting member may remove their work & go on inactive status. All rules for making up time & removal of work will be applied.
5. **Removal of Gallery Membership for Cause.**
  - a. The behavior of TAA Gallery members is of common interest to ALL members.
  - b. A formal written complaint may be filed by a member or customer (petitioner) witnessing or experiencing a TAA Code of Conduct violation by another member (respondent).
  - c. The complaint will be submitted to the Executive Board within thirty (30) days of the alleged incident through USPS (postal) or electronic (email) mail for adjudication.



- d. The E-Board will review the allegation & notify the member (respondent) that a complaint has been filed against them.
  - e. In all cases, the respondent shall have the right to address the board, supplying any facts or information they deem relevant.
  - f. Following formal investigation, testimony & review of facts, the E-Board will confirm or deny the complaint.
  - g. If the complaint is confirmed, the E-Board will direct the President to send a written letter notifying the member (respondent) that the allegation is confirmed.
  - h. Consequences of a confirmed charge will be commensurate with the severity of violation and to be determined by the E-Board. Consequences may range from a letter of censure (to be placed on file for one year from date of confirmation) to immediate termination of membership. Following a second adjudicated complaint within the one-year time frame & vote of the E-Board, the member (respondent) *may* have their membership terminated with cause. They will be ineligible to reapply for membership in the future.
6. **Applicants** for regular membership will present samples of their work to the E-Board:
- a. Upon acceptance by the Executive Board & payment of their dues (non-refundable), they will undergo a six-month (6) **probationary membership**.
  - b. During probation, they are expected to fulfill all membership duties, & complete two days of docent training performed by a board approved trainer.
  - c. **Probationary members may be terminated at any time by a two-thirds vote of the E-Board.**
7. If a Non-exhibiting member decides s/he wants to show in the Gallery, s/he must meet the requirements for a new member and be accepted as an exhibiting member by the E-Board. All rules for new members shall apply. An exhibiting member may become a non-exhibiting member upon notification & approval of their Department Director & the E-Board.
8. Dues must be paid by December 31<sup>st</sup> for the following year. The Board will review sitting requirements and residency requirements as of December 31<sup>st</sup> and determine the eligibility to continue membership under irregular circumstances. If dues are unpaid or docent service requirements are not up to date by December 31<sup>st</sup>, a person must reapply for membership.
9. Members enter/display their work at their own risk; TAA is not liable for loss or damages. TAA is not financially responsible and will be held harmless for any loss of any member's property in the TAA Gallery. Members may maintain personal insurance at their own expense and assume personal responsibility for any property in the Gallery. Members shall not hold TAA responsible for any loss due to acts of God, fire, water damage, theft, vandalism, etc.
10. Members authorized to have a key are responsible for safe keeping of the key. Members may not loan their key to any member or person without prior approval of E-Board. Failure to comply will result in immediate dismissal for all members involved.

## Article VI - Member Duties & Responsibilities

### 1. **Code of Conduct:**

- a. Member behavior will always be civil.
- b. Contentious correspondence OF ANY KIND, sent to any member concerning conflict in the gallery is a *serious violation of the Code of Conduct*.
- c. When dealing with challenges, address them in a timely manner & discuss them in private out of public earshot.
- d. Do not spread rumors or misinformation and keep gallery business in the gallery with other members only.
- e. Report code of conduct violations within thirty (30) days to the E-Board in writing through postal or electronic mail.

2. **Docenting Time:**
  - a. Members are required to docent one (1) day or two half (1/2) days each & every month.
  - b. Members of more than one department may be asked to docent extra time.
3. **Calendar:**
  - a. Docents will notify Vice President by phone or email, requesting a date/time for docenting.
  - b. After being placed on the calendar, docents will notify the Vice President if a change in dates is required.
  - c. If a change is needed less than seven (7) days prior to the docent service date being changed the docent shall provide a replacement
4. One or more members shall serve as docent(s) at the TAA Gallery daily.
  - a. All docents working will get credit for docent service.
5. Docent credits may be awarded for special services by members such as hanging, show installation, building maintenance, etc., at the discretion of the E-Board. Must sign extra credit log.
6. Members may docent for another member for a shift or on an extended basis. When "donating member" signs in for shift, the "receiving member's" name will be written first with "donating member" name behind it.
7. In an emergency or you cannot work because of illness, the scheduled docent will notify the Vice-President immediately.
8. When the Gallery is closed due to weather conditions, the scheduled docent will receive full credit for the time they signed up for. When a member sees that Gallery closed for no apparent reason, that member will contact the Vice President.
9. Members are to be familiar with & follow all Standing Rules.

## Article VII - Gallery Operations

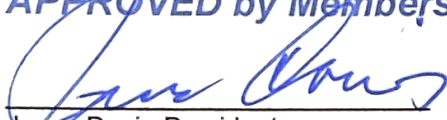
1. **The By-Laws and Standing Rules govern the operation of the Gallery.**
2. **Sales:**
  - a. The TAA will only sell items in the Gallery that are created by members except:
    - i) During Open Judged Show and Quilt Show, exhibiting non-members may enter their work and offer it for sale.
3. **Commissions:** The Gallery will collect, on each item sold, a 20% commission from members and a 30% commission from non-members.
4. **Fees and Taxes:**
  - a. In addition to the sales price, the Gallery will collect from all purchasers, the city restoration fee.
5. **Abandoned Items:**
  - a. Items left for more than 90 days without contact from the member/owner may be considered abandoned by the E-Board.
  - b. Gallery will make two (2) written attempts to contact member/owner.
  - c. If there is no response, the item(s) will become property of the TAA.
  - d. E-Board will take care of said item(s) appropriately.
6. **Maintenance:**
  - a. TAA is responsible for the interior maintenance of the gallery.
  - b. City of Tombstone must approve interior structural changes.
  - c. City of Tombstone performs exterior maintenance to the gallery.



## Article VIII - Changes, Additions and Amendments of Bylaw's

1. **Bylaws can only be amended:**
  - a. By a vote of 2/3 majority of the members present at a general member meeting.
2. **Proposed amendments will be:**
  - a. Made in writing,
  - b. Presented a minimum of thirty (30) days prior to voting at a regular member meeting,
  - c. Published in the Art Talk newsletter & voted on at next regular meeting.

**APPROVED** by Membership this 14<sup>th</sup> day of February 2023.

  
Jesse Davis-President

  
Mary Jo Burns-Treasurer

  
Sue Olivo-Art Director

  
Bonnie Northcutt-Quilt Director

  
Tarin Cardamone-Vice President

  
Linda Black-Secretary

  
Lorie Giliberto-Craft Director