

Revised Bylaws of Art-A-Fair Incorporated

Latest Revision: August 2011

ARTICLE I NAME AND MISSION

Section 1.01 NAME: The name of the corporation shall be Art-A-Fair Inc.

Section 1.02 MISSION: The mission of the corporation is set forth in its Articles of Incorporation.

ARTICLE II MEMBERS

Section 2.01 MEMBERSHIP REQUIREMENTS: In order to maintain specific classification, a member in good standing shall:

- A. Abide by the Articles of Incorporation and bylaws of the corporation.
- B. Comply and adhere to all rules and regulations of the corporation.
- C. Adhere to all payment schedules for dues and fees.

Section 2.02 CLASSES OF MEMBERSHIP: This corporation shall have three classes of members, the rights, privileges and requirements of which are outlined herein. No member of this corporation shall have any interest or property rights in the assets, nor shall any member be personally liable for the debts, liabilities or obligations of the corporation. No member shall hold more than one membership in the corporation at any given time. Any member, regardless of classification, may serve on the board and/or any committee.¹

- A. **General Members:** General members may participate in all corporate activities including voting. They may exhibit in the festival so long as they have received an aggregate jury score of 35 points or more in the previous year. All associate members serving on the board shall also be classified herein during their term of office.²
- B. **Associate Members:** Associate members may participate in all corporate activities except voting and exhibiting. Associate members may be drawn from the general public.³
- C. **Honorary Members:** Honorary members may participate in all corporate activities including voting. They shall not pay dues. They may exhibit in the festival so long as they have received an aggregate jury score of 35 points or more within the previous three years. Any individual may be granted an honorary membership by the board if it is determined that such individual has contributed in an outstanding manner to the corporation.⁴

Section 2.03 DUES: The amount of annual dues shall be determined by the board and approved by a majority of the voting members.

Section 2.04 MEMBERSHIP BOOK: A membership book, paper or digital, shall be kept containing the name, address, email, and current classification of each member. Changes in classification or termination of membership shall be recorded therein with the effective date of change.

Section 2.05 MEMBERSHIP TRANSFERS: Memberships in this corporation shall not be transferable or assignable.

Section 2.06 CHANGE OF MEMBERSHIP STATUS: Membership status may change when the Membership Affairs Committee and/or the board determines that an individual is no longer entitled to a specific class of membership.

Section 2.07 TERMINATION OF MEMBERSHIP: A membership shall terminate for any of the following:

- A. Resignation or the death of a member.
- B. Failure to pay dues or other fees.
- C. Expulsion as specified in Article II, Section 2.08

Section 2.08 SUSPENSION OR EXPULSION: Any member may be suspended for up to one full year or permanently expelled from this corporation as described below.

- A. A majority of the board and/or a majority of the membership determines that such an individual has:
 - 1. Failed to meet membership requirements of the corporation (Article II, Section 2.01)
 - 2. Has committed an act or acts inconsistent with or harmful to the purposes of the corporation.
- B. Proceedings under this section shall be initiated by one of the following:
 - 1. Resolution of the board.
 - 2. Petition signed by 20% of the voting members.
 - 3. Recommendation of the Grievance Committee.
- C. The member shall be given notice of the proceedings and an opportunity to be heard before the board and/or the membership.
- D. The suspension or expulsion shall become effective only when all the conditions herein have been met and such action approved by a majority of board members present at any duly held board meeting and/or by two-thirds of members present at any scheduled membership meeting.⁵
- E. All rights of a member in the corporation shall cease on his or her expulsion, and all dues and fees shall be forfeited.⁶

Section 2.09 RIGHTS OF APPEAL: Any member may appeal any action through the Grievance Committee. All recommendations of the Grievance Committee shall be submitted to the board for approval. In addition:

- A. The member shall be entitled to submit their position to the board before the matter is voted upon.
- B. The member may submit a written request that the board's decision be reviewed by the membership.

ARTICLE III MEETINGS OF MEMBERS

Section 3.01 ANNUAL MEETING: An Annual Meeting of the membership shall be held on the third Sunday in August during which the board shall be elected.⁷

Section 3.02 REGULAR MEETINGS: A minimum of three regular meetings of the membership shall be held yearly. The membership will be notified of the dates of these meetings in September of each year.⁸

Section 3.03 SPECIAL MEETINGS: Special meetings may be called by a majority of the board or by 20% of the voting membership subject to a minimum of 15 days notice to the membership as to the time, location and general nature of the business to be transacted.⁹

Section 3.04 QUORUM: Forty percent of the voting members shall constitute a quorum. No business shall be transacted in the absence of a quorum except as provided by law, by the Articles of Incorporation, or by these bylaws.¹⁰

Section 3.05 VOTING: Each voting member shall be entitled to one vote.

- A. Cumulative voting and fractional voting shall not be permitted. A majority vote shall rule on all membership actions unless otherwise required by law or these bylaws.
- B. Direct Proxy: A voting member may authorize a non-member, an associate or another voting member to cast a proxy vote in his absence for a specific meeting. The authorized representative must be present at the meeting and shall be limited to one proxy vote. He shall provide the secretary with a statement written by the voting member, containing the following:
 - 1. Name of the person authorized to cast proxy vote.

2. Date of the meeting the proxy may be used.
3. Signature of the voting member.
4. The member may list subjects to be voted upon if he wishes to limit proxy vote.

Section 3.06 NOTICE OF MEMBERSHIP AND SPECIAL MEETINGS: All members shall be advised 15 days in advance of any meeting. Special agenda items will be included in that notice.¹¹

Section 3.07 RULES OF ORDER: The rules contained in *Robert's Rules of Order*, newly revised, shall govern the corporation in all cases to which they are applicable and insofar as such rules are not inconsistent or in conflict with these bylaws, the Articles of Incorporation or with the law.

ARTICLE IV BOARD OF DIRECTORS

Section 4.01 QUALIFICATIONS FOR MEMBERS OF THE BOARD OF DIRECTORS: The board shall consist of twelve members: eleven elected and one permanent member of the board, which shall be Iris Adam. These twelve members shall also serve as officers of the corporation. All members of the board shall be members in good standing. No more than five of the board shall be associate or honorary members and at least seven of the board shall be general members. The president shall have a minimum of one year's experience on the board.¹²

Section 4.02 ELECTION AND TERM OF OFFICE: Members of the board have various term lengths. Their positions and terms of office to be: president, three years; first vice president, three years; second vice president, two years; third vice president, two years; treasurer, two years; business manager, two years; secretary, one year; and four directors at large, one year. Terms of office will commence on the first day of October following the Annual Meeting.¹³

Section 4.03 MEETINGS: There shall be a minimum of six board meetings annually.

- A. Special meetings may be called by the president or by a majority of the board members.
- B. A majority of the board shall constitute a quorum.
- C. Telephone or email meetings and/or polls may be conducted when deemed necessary by the president or a majority of the board. Decisions made at such meetings will require confirmation by vote at the next regularly scheduled board meeting.

Section 4.04 DUTIES AND POWERS: The board shall exercise the powers of the corporation, control its property and conduct its affairs, within the framework of the Articles of Incorporation and/or these bylaws, except as otherwise provided by law. In addition, each board member shall:

- A. Perform those duties pertinent to their particular office.
- B. Perform such other duties as may be required by law, by the Articles of Incorporation, by these bylaws, or which may be assigned by the board.
- C. Except as otherwise provided by law, all expenditures may be made without prior authorization if it has been approved by the membership in the Annual Budget. No contract, lease, evidence of indebtedness or expenditure in excess of the budget shall be executed without prior resolution of the board and subsequent ratification by the membership.
- D. A budget for the forthcoming fiscal year will be approved and adopted at the November membership meeting.

Section 4.05 PRESIDENT: The president shall be the Chief Executive Officer of the corporation and shall, subject to board control, supervise and execute the affairs of the corporation. The president shall:

- A. Preside at all meetings.
- B. Be an ex-officio member of all committees except the Nominating and Grievance Committees.¹⁴
- C. Supervise the general business of the corporation.
- D. Appoint all committee chairs except those of the Nominating, Grievance and Membership Affairs Committees. Appointments shall be subject to ratification by a majority of the voting members present at the next membership meeting.

Section 4.06 VICE PRESIDENTS: There shall be a first, second and third vice president. The duties and responsibilities of each vice president shall be assigned by the president. The vice presidents, in order of their board tenure, shall assume the duties of the president in the event of that officer's absence, or assume the office of president in the event of that office's vacancy.¹⁵

Section 4.07 SECRETARY: The secretary shall keep minutes of all members' meetings and of the board meetings and shall generally be the custodian of the corporate records.

Section 4.08 TREASURER: The treasurer shall have charge and custody of all funds of the corporation and, in addition, shall:¹⁶

- A. Be responsible for the management of funds, accounts, and transactions of any business specifically related to the operation of the festival.
- B. Keep and maintain records and accounts.
- C. Render to the membership an Annual Financial Report within 45 days following the end of the Fiscal Year.¹⁷
- D. Keep and maintain adequate and correct financial accounts of the corporation's properties and business transactions.
- E. Render reports and accountings to the board and to the members as required by either body.

Section 4.09 BUSINESS MANAGER: The business manager shall oversee all business aspects of the corporation's business, including the negotiation and administration of contracts, and develop additional sources of income. The business manager shall supervise the grounds managers and oversee all aspects of artist and staff work shifts to ensure efficient daily operation of the festival. In addition, the business manager will develop and update annually a five-year business plan for the corporation.¹⁸

Section 4.10 DIRECTORS AT LARGE: There shall be four directors at large, the duties and responsibilities of which shall be determined by the board.¹⁹

Section 4.11 REMOVAL FROM OFFICE: Any board member may be removed from office by a majority vote of the remaining board in the event:

- A. The board member is absent for three consecutive meetings without cause.
- B. The board member has failed to fulfill all applicable membership requirements as herein defined.
- C. The board member fails to perform those duties pertinent to their particular office.

Section 4.12 RECALL: In the event that any member deems one or more of the board members to be performing their duties in an unsatisfactory manner, recall proceedings may be instituted by obtaining signatures of 20% of the voting membership requesting recall of said officer(s). The petition shall be delivered to any member of the Grievance Committee. After verifying the eligibility of all signatures, the Grievance Committee shall notify the membership in accordance with Article III, Section 3.03. The recall shall become effective upon a two thirds vote of the voting membership in attendance at the duly held meeting.

Section 4.13 VACANCY: Except for the Presidency, a vacancy in the board shall be filled by a majority vote of the remaining board and the newly appointed board member shall remain in office until the next Annual Meeting.²⁰

Section 4.14 COMPENSATION: No officer of the corporation shall receive compensation whatsoever other than exemption from payment of a full booth and parking fees during term of office. This exemption is transferable to an exhibiting artist in good standing.²¹

ARTICLE V COMMITTEES

Section 5.01 STANDING COMMITTEES: The standing committees of this corporation shall be the Nominating, Grievance and Membership Affairs Committees. Each of these committees shall consist of a minimum of five members with a maximum of two Associate or Honorary Members (with voting privileges in the committee). Of those five members, two shall be selected by the board. The remainder of the committees shall be elected by the membership. A majority of committee members shall constitute a quorum for transacting business. Vacancies in all standing committees shall be filled by the board. The members of the standing committees shall elect their chairs. A member of each committee, as designated by the chair, shall attend board meetings and report on committee business. Any committee which, in the opinion of its chair and/or the board, is unable to perform its function, may be disbanded and reformed in accordance with procedures outlined in these bylaws.

- A. The Nominating Committee shall select and submit a suggested list of candidates for each of the eleven corporate offices. Notice of this list shall be given to each voting member at least fifteen days prior to the election of officers at the Annual Membership Meeting.
- B. The Grievance Committee shall consider all grievances or problems of any nature submitted in writing by any member of the corporation. The committee shall submit all recommendations to the board for approval, notify aggrieved members of action taken and, if applicable, their options under Article II, Section 2.09. No member of the board shall sit on the Grievance Committee.²²
- C. The Membership Affairs Committee shall submit a suggested list of jurors in accordance with Article VI. They shall manage and supervise jury proceedings. In addition, this committee shall supervise the processing of membership applications and determine eligibility, status and privileges in accordance with Article II. The Membership Affairs Committee shall also ensure that all exhibiting artists comply with festival rules and regulations.²³

The standing committees of this corporation shall also include action teams. The action teams of this corporation shall be the operations, marketing, business management, and special events action teams. Each of these Action Teams will consist of three to five qualified members, selected by the chair of the action team. All vacancies in action teams shall be filled by the chair of the action team.²⁴

- D. The Operations Action Team shall be selected and chaired by the board member assigned to the duties of operations by the president. This action team shall assist in the set-up and maintenance of the grounds and properties, as well as providing appropriate security during the show dates. This committee may appoint and oversee additional sub-committees as required for pre- and post-show set-up, maintenance and repairs.
- E. The Marketing Action Team shall be selected and chaired by the board member assigned to the duties of marketing by the president. This action team shall assist in follow up and distribution, as well as aiding in the completion and implementation of marketing strategies.
- F. The Business Management Action Team shall be selected and chaired by the business manager. This action team shall assist in the development and implementation of business strategies, complimenting but not overlapping the marketing action team.
- G. The Special Events Action Team shall be selected and chaired by the board member assigned to the duties of special events by the president. This action team shall assist in collecting and organizing entertainment, coordinating artist social functions, meeting refreshments, and organizing Awards Night.²⁵

Section 5.02 ADDITIONAL COMMITTEES: The board may establish additional committees. With the exception of the standing committees, the president shall appoint chairs of all committees. The chair of each committee shall select and appoint the other committee members.

ARTICLE VI JURORS

Section 6.01 JURORS: The Membership Affairs Committee shall present a list of suggested jurors and alternates to the voting membership at least 15 days prior to the election of jurors. The majority of those present at the next duly held membership meeting will elect jurors. Vote will be by secret ballot.²⁶

Section 6.02 DUTIES: At times and places designated by the Membership Affairs Committee and approved by the board, the jury shall judge all works of art presented to them. They shall follow all policies and procedures outlined in the Standing Rules and their cumulative decision shall be final.

ARTICLE VII MISCELLANEOUS PROVISIONS

Section 7.01 STANDING RULES: Standing Rules shall consist of policy and procedure not covered herein. Standing Rules and amendments/changes thereto shall be introduced by the board and may be adopted by a simple majority of the voting membership in attendance at a duly-held meeting of the membership, provided that notice of the proposed changes to the rule(s) shall be submitted to the members at least 15 days prior to said meeting.²⁷

Section 7.02 MISCELLANEOUS FEES: The board shall set all miscellaneous fees.

- A. Entry Fee: The membership shall be given 30 days notice of the entry fee amount and due date. Failure to comply with these fees and schedule shall result in loss of exhibiting privileges.
- B. Jury Fee: A jury fee shall be charged each new applicant prior to jurying.
- C. Commissions: A commission shall be collected for work sold at the festival.

Section 7.03 FISCAL YEAR: The Fiscal Year of this corporation shall be October 1 to September 30.²⁸

Section 7.04 CORPORATE SEAL: The corporation shall have a seal, which shall be in such form and contain such matter as shall be specified by resolution of the board.

Section 7.05 EXPENDITURES: The treasurer or the business manager and one of the following officers shall sign all checks: president, first vice president, secretary.

Section 7.06 NOTICE and WAIVER of NOTICE: When a notice is required to be given in accordance with these bylaws, it will be sufficient for it to be mailed, properly stamped, to the addressee's last known address. The postmarked date will be considered the given date of notice. This right to notice may be waived by the entitled individual.

Section 7.07 AMENDMENTS: Amendments to these bylaws may be adopted by a two thirds majority of the voting membership in attendance at a duly held meeting of the membership, provided that notice of the proposed amendment(s) is submitted to the members at least 15 days prior to said meeting.

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- ¹ **ARTICLE II-MEMBERS/2.02 CLASSES OF MEMBERSHIP: Revised 11/18/03. Original language:** “The corporation shall have four classes of members, the rights, privileges and requirements of which are outlined herein. No member of this corporation shall have any interest or property rights in the assets, nor shall any member be personally liable for the debts, liabilities or obligations of the corporation. No member shall hold more than one membership in the corporation at any given time. Any member, regardless of classification, may serve on the board of directors and/or any committee. All classifications of members must meet membership requirements (Article II, Section 2.01).”
- ² **ARTICLE II-MEMBERS/2.02A GENERAL MEMBERS: Revised 11/18/03. Original language:** “General artist members shall enjoy participation in all corporate activities, including voting, and may exhibit in the festival as space permits, upon annually submitting works of art to the jury, and receiving an aggregate score of 35 points or more. All members of the board of directors shall also be classified herein during their term of office and will not require jurying.” **Further revised 5/25/04. Prior language:** “General members may participate in all corporate activities including voting. They may exhibit in the festival so long as they have received an aggregate jury score of 35 points or more in the previous year.”
- ³ **ARTICLE II-MEMBERS/2.02B ASSOCIATE MEMBERS: Revised 11/18/03. Original language:** “Associate members shall enjoy participation in all corporate activities except voting and exhibiting. Associate members may be drawn from the general public and/or those artists who receive, upon submitting works of art to the jury, a score below 35 points.”
- ⁴ **ARTICLE II-MEMBERS/2.02C HONORARY MEMBERS: Revised 11/18/03. Original language:** “Honorary members shall enjoy participation in all corporate activities, including voting and exhibiting, except that they shall not pay dues. Any individual may be granted an Honorary Membership by the board of directors if it is determined that such individual has contributed in an outstanding manner to the corporation.”
- ⁵ **ARTICLE II-MEMBERS/2.08 SUSPENSION OR EXPULSION/D: Revised 11/18/03. Original language:** “The suspension or expulsion shall become effective only when all the conditions herein have been met and such action approved by a majority of directors present at any duly held board meeting and/or by the majority of members present at any scheduled membership meeting.”
- ⁶ **ARTICLE II-MEMBERS/2.08 SUSPENSION OR EXPULSION/E: Revised 11/18/03. Original language:** “All rights of a member in the corporation shall cease on his or her expulsion, and all dues shall be forfeited.”
- ⁷ **ARTICLE III-MEETINGS OF MEMBERS/3.01 ANNUAL MEETING: Revised 2/24/82. Original language:** “An annual meeting of the membership shall be held on the second Wednesday in August, during which the board of directors shall be elected. **Further revised 11/18/03. Prior language:** “An annual meeting of the membership shall be held on the second Sunday in August, during which the board of directors shall be elected.”
- ⁸ **ARTICLE III-MEETINGS OF MEMBERS/3.02 REGULAR MEETINGS: Revised 2/24/82. Original language:** “A minimum of five regular meetings of the membership shall be held on the last Wednesday of the month.” **Further revised 12/2/08. Prior language:** “A minimum of five regular meetings of the membership shall be held yearly. The membership will be notified of the dates of these meetings in September of each year.”
- ⁹ **ARTICLE III-MEETINGS OF MEMBERS/3.03 SPECIAL MEETINGS: Revised 11/18/03. Original language:** “Special meetings may be called by a majority of the board of directors or by 20% of the voting membership subject to a minimum of 10 days notice (3 days notice for special meetings during festival) to membership as to the time, location and general nature of the business to be transacted.”
- ¹⁰ **ARTICLE III-MEETINGS OF MEMBERS/3.04 QUORUM: Revised 11/18/03. Original language:** “Twenty percent of the members entitled to vote shall constitute a quorum. Except as provided by law, by the Articles of Incorporation, or by these bylaws, no business shall be transacted in the absence of a quorum.”
- ¹¹ **ARTICLE III-MEETINGS OF MEMBERS/3.06 NOTICE OF MEMBERSHIP AND SPECIAL MEETINGS: Revised 11/18/03. Original language:** “All members shall receive an agenda of all items to be discussed at the general membership meetings and special meetings, at least ten days prior to said meeting, except during the festival.”

¹² **ARTICLE IV-BOARD OF DIRECTORS/4.01 QUALIFICATIONS FOR MEMBERS OF THE BOARD OF DIRECTORS: Revised 5/22/07. Original language:** “The board shall consist of eleven members who shall also serve as officers of the corporation. All members of the board shall be members in good standing. No more than five of the board shall be associate or honorary members and at least six of the board shall be general members. The president shall have a minimum of one year’s experience on the board.” **Revised 11/18/03. Original language:** “The size of the board of directors shall consist of eleven members who shall also serve as officers of the corporation. All members of the board of directors shall be members in good standing; no more that four of which shall be Associate or Honorary and at the least seven of which shall be Permanent or General Artist Members. The president shall have served a minimum of one year’s prior experience on the board of directors.”

¹³ **ARTICLE IV-BOARD OF DIRECTORS/4.02 ELECTION AND TERM OF OFFICE: Revised 3/31/82. Original language:** “Members of the board of directors shall be elected annually, their term of office to commence on the first day of October, following the annual meeting. There shall be a president, three vice presidents, a recording secretary, a corresponding secretary, a treasurer, a financial manager and three directors at large.” **Further revised 11/18/03. Prior language:** “Certain members of the board of directors shall be elected annually, their position and term of office to be president three years, first vice president three years, second vice president two years, third vice president two years, treasurer two years, business manager one year, recording secretary one year, corresponding secretary one year, and three directors at large one year. Terms of office to commence on the first day of October following the annual meeting.” **Further revised 8/21/11. Prior language:** “Certain members of the board shall be elected annually, their position and term of office to be: president, three years; first vice president, three years; second vice president, two years; third vice president, two years; treasurer, two years; business manager, two years; secretary, one year; assistant business manager, one year; and three directors at large, one year. Terms of office will commence on the first day of October following the Annual Meeting”.

¹⁴ **ARTICLE IV-BOARD OF DIRECTORS/4.05 PRESIDENT/B: Revised 3/24/98. Original language:** “The president shall...be an ex-officio member of all committees except the Nominating Committee.”

¹⁵ **ARTICLE IV-BOARD OF DIRECTORS/4.06 VICE PRESIDENTS: Revised 11/18/03. Original language:** “There shall be a first, second and third vice president. The duties and responsibilities of each particular vice president shall be assigned by the president; and the vice presidents, in order of their seniority, shall assume the duties of the president in the event of that officer’s absence, or assume the office of president in the event of that office’s vacancy.”

¹⁶ **ARTICLE IV-BOARD OF DIRECTORS/4.08 TREASURER: Revised 11/18/03. Original language:** “TREASURER - The treasurer shall have charge and custody of all funds of the corporation and, in addition, shall: (A) render to the membership an annual financial report within thirty days following the fiscal year; (B) keep and maintain adequate and correct amounts of the corporation’s properties and business transactions; (C) render reports and accountings to the board of directors and to the members as required by either body; (D) deposit such receipts in duplicate as required by the board of directors.” This revision reflects an updating of the job description to reflect current practice for the position of treasurer.

¹⁷ **ARTICLE IV-BOARD OF DIRECTORS/4.08 TREASURER/C: Revised 11/18/03. Original language:** “The treasurer shall...render to the membership an annual financial report within thirty days following the fiscal year.”

¹⁸ **ARTICLE IV-BOARD OF DIRECTORS/4.09 BUSINESS MANAGER: Revised 3/31/82. Original language:** “Financial manager shall be responsible for the management of funds, accounts and transactions of any business specifically related to the operation of the festival, including the maintenance of records and accounts and the reporting of same to the treasurer on a regular basis.” **Further revised 11/18/03. Prior language:** “Business manager shall be responsible for the management of funds, accounts and transactions of any business specifically related to the operation of the festival, including the maintenance of records and accounts and the reporting of same to the treasurer on a regular basis.” **Further revised 8/21/11. Prior language:** “The business manager shall oversee all financial aspects of the corporation’s business, including the negotiation and administration of contracts, and develop additional sources of income. In addition the business manager will develop and update annually a five-year business plan for the corporation”.

¹⁹ **ARTICLE IV-BOARD OF DIRECTORS/4.10 ASSISTANT BUSINESS MANAGER: Revised 11/18/03. Original language:** “Corresponding secretary shall give all notices as are required by law or by these bylaws for meetings of members and of the board of directors and, in addition, shall be responsible for supervising all correspondence of the corporation.” This revision reflects changes in job title and job description consistent with current practice for this position. **Further revised 8/21/11. Prior language:** “The assistant business manager shall assist and support the business manager and shall supervise the grounds managers. The assistant business manager shall oversee all aspects of artist and staff work shifts to ensure efficient daily operation of the festival.” **ARTICLE IV-BOARD OF DIRECTORS/4.10 (previously 4.11) DIRECTORS AT LARGE: Revised 8/21/11. Original language:** “There shall be three directors at large, the duties and responsibilities of which shall be determined by the board. The 8/21/11 revision reflects a necessary reapportioning of tasks among the board members.”

²⁰ **ARTICLE IV-BOARD OF DIRECTORS/4.13 VACANCY: Revised 11/18/03. Original language:** “A vacancy in the board shall be filled by a majority vote of the remaining board of directors and the newly appointed board member shall remain in office until the next annual membership meeting.”

²¹ **ARTICLE IV-BOARD OF DIRECTORS/4.14 COMPENSATION: Revised 3/31/82. Original language:** “No officer of the corporation shall receive compensation whatsoever. The board of directors, with prior approval of the membership, may elect to engage the services of paid staff members.” **Further revised 11/18/03. Prior language:** “No officer of the corporation shall receive compensation whatsoever other than exemption from payment of booth fees during term of office. This exemption is transferable to an exhibiting artist in good standing.”

²² **ARTICLE V-COMMITTEES/5.01 STANDING COMMITTEES/B: Revised 3/24/98. Original language:** “The Grievance Committee...shall consider all grievances or problems of any nature submitted, in writing by any member of the corporation; submit all recommendations to the board of directors for approval, notify aggrieved members of action taken and if applicable, options available under Article II, Section 2.09.”

²³ **ARTICLE V-COMMITTEES/5.01 STANDING COMMITTEES/C: Revised 11/18/03. Original language:** “The Membership Affairs Committee shall submit a suggested list of jurors in accordance with Article VI. They shall manage and supervise jury proceedings. In addition, this committee shall supervise the processing of membership applications and determine eligibility, status and privileges in accordance with Article II.”

²⁴ **ARTICLE V-COMMITTEES/5.01 STANDING COMMITTEES/D,E,F,G: Revised August 2002.** There was no prior language. This section of the bylaws detailing the existence and responsibilities of Action Teams was added August 2002.

²⁵ **ARTICLE V-COMMITTEES/5.01 STANDING COMMITTEES/G: Revised 11/18/03. Original language:** “The Special Events Action Team shall be selected and chaired by the board member assigned to the duties of special events by the president. This action team shall assist in collecting and organizing entertainment, coordinating artist social functions, meeting refreshments, and organizing Awards Night. From this committee will be drawn future board members assigned to special events.”

²⁶ **ARTICLE VI-JURORS/6.01 JURORS: Revised 11/18/03. Original language:** “A list of suggested jurors and alternatives shall be presented by the Membership Affairs Committee to the voting membership at least ten days prior to the election of jurors, for approval by the majority of those present. Vote will be by secret ballot.”

²⁷ **ARTICLE VII-MISCELLANEOUS PROVISIONS/7.01 STANDING RULES: Revised 11/18/03. Original language:** “Standing Rules shall consist of policy and procedure not covered herein. Standing Rules and amendments/changes thereto shall be introduced by the board of directors and may be adopted by a simple majority of the voting membership in attendance at a duly-held meeting of the membership, provided that notice of the proposed rule(s) be submitted to the members at least ten days prior to said meeting.”

²⁸ **ARTICLE VII-MISCELLANEOUS PROVISIONS/7.03 FISCAL YEAR: Revised 11/18/03. Original language:** “The fiscal year of this corporation shall be the calendar year.”