

**BY-LAWS  
OF  
MONTANA ART EDUCATION ASSOCIATION, INCORPORATED**

**Article I**

**Name**

The name of the corporation is MONTANA ART EDUCATION ASSOCIATION, INCORPORATED.

**Article II**

**Registered Agent and Office**

The registered agent will be the current MAEA President. Offices may also be kept at other places as the Board of Directors may from time to time determine or the purposes of the corporation may require.

**Article III**

**Members**

- 1.) Membership in the corporation may be held by any person, group, association or corporation who is interested in the purposes and goals of the corporation.
- 2.) Sale or transfer of membership is not allowed.
- 3.) There shall be one class of members only. Membership shall be gained by making an application with the Board of Directors of the Association's designated officers, together with payment of required dues or charges. Upon the approval of any director or designated officer, membership shall commence. The NATIONAL ART EDUCATION ASSOCIATION (NAEA) monthly registration roster shall evidence membership. Payment of annual dues is a prerequisite to continued membership.

**Article IV**

**Meetings**

- 1.) All meetings of members shall be held at such places as the Board of Directors may from time to time determine. The place at which each meeting shall be held shall be stated in the notice and call of such meetings.
- 2.) Annual meetings of members shall be held in October each year in coordination with the Montana Teacher Conference, for the purpose of electing officers and directors and

for the transaction of any other business as may properly come before the meeting.

3.) Special meeting of members other than those required by statute - shall be held whenever called by the Board of Directors or the president, vice-president , or treasurer, or whenever one-tenth (1/10) or more of the members shall make written application for a meeting to the secretary.

4.) Notice of the time and place of the annual meeting of members shall be delivered to the last known email address of each member of record entitled to vote, as the address appears on the records from NAEA. Ten days electronic notice of each special meeting of members, stating the place, day and hour of such meeting and business proposed to be transacted thereat, shall be delivered to each member at least ten days and not more than fifty days prior to meeting.

## **ARTICLE V**

### **Proxies**

1.) Except as otherwise required by statute, or by the Certificate of Incorporation, the presence in person or by proxy of one-tenth of the members entitled to vote at the meeting shall constitute a quorum for the transaction of business. If a quorum is not present at a properly called members' meeting, the meeting may be adjourned by those present until a quorum is present without new notice being given.

2.) Each member shall at every meeting of the members be entitled to one vote in person or by proxy. Except as otherwise required by statute, the Certificate of Incorporation, or by these by-laws, all matters coming before any meeting of the members shall be decided by the vote of a majority of the members present in person or by proxy at the meeting and entitled to vote, a quorum being present. At all elections of directors the voting may, but need not be, by ballot, and the persons receiving the greatest number of votes shall be the directors of the corporation.

## **Article V**

### **Directors**

1.) The management of all the affairs, property and interest of the corporation shall be vested in a Board of Directors, consisting of four persons and not less than three, who shall be elected for a term of two years. The directors shall be those individuals who

currently hold the office of president, vice-president, treasurer and secretary. Directors must be residents of the state of Montana and current members of the MONTANA ART EDUCATION ASSOCIATION and NATIONAL ART EDUCATION ASSOCIATION. In addition to the powers and authorities by these By-laws and Articles of Incorporation expressly conferred upon it, the Board of Directors may exercise all such powers of the corporation and do all lawful acts and things as are not by statute or the Articles of Incorporation or by these By-Laws directed or required to be executed or done by the members.

2.) The number of directors may at any time be increased by a vote of the member majority at a regular or special meeting, if notice of such meeting contains a statement of the proposed increase.

3.) All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may, except as otherwise provided in the Articles of Incorporation, be filled by a majority of the remaining directors attending a stated or special meeting called for that purpose, even though less than quorum be present, or by the members at any regular or special meeting held prior to the filling of such vacancy by the Board of Directors as above provided. A director thus elected to fill any vacancy - shall hold office for the remaining term of his predecessor and until his successor is elected and qualified.

4.) Regular meetings of the Board of Directors may be held with sufficient notice at the principal office of the corporation or at such other place or places as the Board of Directors may from time to time designate. The annual meeting can be held, with sufficient notice, immediately after the adjournment of the annual meeting of the members, or, it can be held before the annual meeting of members in order to conduct business and to prepare for the member's meeting.

5.) A meeting of the Board of Directors may be called at any time by the president, or in case of his or her absence, by any two of the directors, to be held at the principal office of the corporation or at any such other place or places as the directors may from time to time designate.

6.) Notice of all special meetings of the Board of Directors shall be given to each director at least one week in advance.

7.) A simple majority of the whole Board of Directors shall be necessary at all Board meetings to constitute a quorum for the transaction of business. Less than a quorum

can recess or adjourn any meeting and indicate a subsequent meeting date without further notice.

8.) Standing or temporary committees may be appointed from its own number by the Board of Directors from time to time to invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by such Board or by statute. An executive committee may be appointed by resolution passed by majority of the whole Board; it shall have all the powers provided by statute, except as specially limited by the board or by statute. All committees so provided shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation, and shall report the same to the board of Directors at its next meeting.

9.) No stated salary or part of the corporation's income or profit shall be paid to directors, officers or members for their services as directors. Documented expenses of attendance, if any, may be reimbursed for attendance of officers or directors at each regular or special meeting of the corporation, provided that nothing herein contained shall be constructed to preclude any director, officer or member from serving the corporation in any other capacity. Standing committees may be allowed like compensation for attending committee meetings.

## **Article VI**

### **Officers and Directors**

1.) The officers of the corporation shall be a president, a vice president, a secretary and a treasurer, who shall be elected for two years by a vote of the general membership at the annual meetings.

2.) The term of office for all officers shall be two years.

3.) In the case of absence or inability to act of any officer of the corporation and of any person herein authorized to act in his place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or other person who it may select.

4.) The Board of Directors may appoint other officers and agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of

Directors.

## **ARTICLE VII**

### **Duties of Officers**

1.) The president shall be chief executive officer of the corporation and shall perform all the duties and have all the powers commonly incident to that office. The president, when present, shall preside at all meetings of the members and shall preside at meetings of the board of directors.

2.) Except as limited by the Board of Directors, the vice president shall perform the duties and have the powers of the president during the absence or inability of the president. He or she shall perform all the duties and have all the powers commonly incident to that office and shall serve as president-elect.

3.) The secretary shall perform all the duties and have all the powers commonly incident to that office. The secretary shall have charge of such books, documents and papers as the Board of Directors may determine. The secretary shall keep the minutes of all Board of Directors meetings and member meetings and provide digital copies to be archived on the MAEA website.

4.) The treasurer shall perform all the duties and have all the powers commonly incident to that office. The treasurer shall, subject to the order of the Board of Directors, have the care and custody of the money, funds, valuable papers and documents of the corporation. The treasurer shall deposit all funds of the corporation in the bank or banks or with the firm or firms, as the Board of Directors shall designate. He or she shall keep accurate books of account of the corporation's transactions, which shall be the property of the corporation, and - together with all its property in his or her possession, shall be subject at all times to the inspection and control of the Board of Directors.

## **ARTICLE VIII**

### **Removal of Officers and Directors**

The officers of the Corporation shall hold office at the pleasure of the members. The members - at any Member meeting, with a quorum present, by the affirmative vote of the majority of the members present, may remove from office, either with or without cause, any director. His or Her successor may be elected at the meeting, or the remaining directors may,

to the extent vacancies are not filled by the election, fill any vacancy created by the removal.

## **ARTICLE IX**

### **Tax-exempt status**

This corporation is one which is organized and operated exclusively for educational, literary and scientific purposes within the meaning of Section 501 (c) (3), as amended and Section 170 (c) (2) of the United States Internal Revenue Code, or the corresponding provisions of any future United States Internal Revenue law. No part of the net earnings of this corporation shall inure to the benefit of its members, trustees, officers or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in Article IV herein, no substantial part of which is carrying on of propaganda, or otherwise attempting to influence legislation, or which is participating in or intervening in any political campaign, for or against any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code.

## **ARTICLE X**

### **Dissolution**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose all of the assets of the corporation exclusively to such organization or organizations as are tax-exempt under Section 501( c )( 3 ) of the Internal revenue Service Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine.

## **ARTICLE XI**

### **Fiscal year**

The fiscal year of the corporation shall begin on the first day of October in each year and shall end on the last day of September next following, unless otherwise determined by the Board of Directors

## **ARTICLE XII**

### **Gifts and Donations**

Gifts and donations to the corporation shall be accepted by the treasurer subject to the approval or confirmation of the Board of Directors.

## **Article XIII**

### **Miscellaneous**

1.) Whenever any notice whatever is required to be given by these by-laws, the Certificate of Incorporation of the corporation, or any laws of Montana, a waiver of notice in writing, or approval in writing of the action taken, signed by the person or persons entitled to the notice, whether before or after the time stated in the notice, shall be deemed equivalent to actual receipt of a proper notice.

2). Except as otherwise provided by statute, or by Certificate of Incorporation, or these by-laws, the Board of Directors shall have full power to determine whether any income or profits legally available for the purposes of the corporation shall be dispensed or used.

3). Payments shall be made by checks or check vouchers, all of which shall be signed by the president, the treasurer, one of the other officers of this corporation, or any other person as the Board of Directors may from time to time direct by written resolution. Bills receivable, drafts and other evidence of indebtedness of the corporation shall be endorsed for the purpose of discount or collection by the treasurer or other officer, or officers of the corporation as the Board of Directors shall from time to time direct by written resolution.

4.) These by-laws may be altered, amended or repealed by the affirmative vote of a majority of the members at any regular or special meeting if the notice of such meeting contains a statement of the proposed alteration, amendment or repeal, provided no change of the time or place for the election of directors shall be made within fifty days before the day on which such election is to being held. In case of any change of such time or place, notice thereof shall be given to each member, at least thirty days before the election is to be held.

5). The Board of Directors shall also have to make, alter and repeal by-laws additional and supplementary to these by-laws, and not inconsistent with any of the same, but any such additional or supplementary by-laws may be altered or repealed by the members.

6.) The Board of directors shall adopt and adhere to a conflict of interest policy.

**ARTICLE VIV**

IN WITNESS WHEREOF we the president and secretary of the corporation have hereunto subscribed our names this 30<sup>th</sup> day of May, 2013.

Marvin Pauls  
President

Mary Schneider  
Secretary