

BYLAWS OF THE ALABAMA
WOMEN'S CAUCUS FOR ART

ARTICLE I: NAME

The name of the organization is Alabama Women's Caucus for Art (hereinafter sometimes referred to as "ALWCA").

ARTICLE II: PURPOSES

A. PURPOSES

The Women's Caucus for Art, a charitable, educational and professional organization, shall represent and work to advance the concerns of women artists, art historians, museum professionals and other creative professionals, without discrimination on the basis of religion, national origin or ethnic background, class, gender or sexual orientation. ALWCA is organized, and shall be operated, exclusively for charitable and educational purposes. No part of the income of ALWCA shall be distributable to the members, directors or officers of ALWCA, except in order to pay for pre-approved services actually rendered or to reimburse for out-of-pocket expenses incurred on behalf of ALWCA.

ARTICLE III: MEMBERSHIP

A. ELIGIBILITY

Membership is open to all persons interested in the purpose of ALWCA, who endorse the purpose of the ALWCA as stated in Article II. Membership shall not be transferable by any member, by operation of law or in any other manner.

B. MEMBERSHIP CLASSES

The Board of Directors may, in its sole discretion, designate one or more classes of membership. Until otherwise designated by the Board of Directors, the classes of membership and the availability of such classes shall be as follows:

Regular membership is available to individuals;
Unless the Board otherwise designates, all members shall each have the same voting rights and privileges as every other class.

C. DUES

1. Each member shall pay such dues as shall from time to time be approved by the Board of Directors, provided that such approval shall take place at the annual meeting of directors as contemplated by Paragraph C of Article IV below.
2. Until otherwise established by the Board of Directors, membership dues shall be for one year beginning January 1 and ending December 31.
3. Current ALWCA and WCA dues shall be paid in one unified payment. Unified dues may be received by either ALWCA and WCA.
4. A member shall be considered to be in good standing when dues for WCA and ALWCA have been received by WCA and ALWCA. All further references below to "members" shall mean members in good standing, unless explicitly provided otherwise.

D. PRIVILEGES OF ALWCA MEMBERSHIP

1. Members are eligible to vote on any matter submitted to a vote of the members, and to hold office.
2. Members in all classes will receive the ALWCA newsletter and other notices and publications directed to members, when and as published, sent or given. Members may consult with ALWCA officers and ALWCA committees, and use all services established by ALWCA in accordance with policies established by the Board of Directors in connection with such services.
3. Members are entitled to attend any meetings of members generally and any educational or other conference sponsored by ALWCA which the Board of Directors has specified shall be opened to members.
4. Members shall not be liable for any debts or obligations of ALWCA and shall not be subject to any assessment therefore, and shall have no obligation relating to membership other than the dues established pursuant to the terms of these bylaws, and the requirement to participate as an active member as stated in subparagraph 5 of paragraph D.
5. In order for members to fulfill the participation requirement, they must volunteer and participate in at least one committee yearly. If a member fails to join a committee, the Board will appoint said member to a committee.

E. MEETINGS OF MEMBERS

1. The ALWCA shall hold bi-monthly meetings open to all members. The time and place shall be determined by the Board.
2. Written notice stating the place, day and hour (and, in case of a special meeting, the purpose for which the meeting is called) of an official meeting of members shall be delivered, either personally or by electronic mail, to each member at the address reflected in ALWCA's records, not less than fourteen or more than thirty days before the date of each meeting.
3. The President, a majority of the Board of Directors or one-tenth of the members in good standing may call special meetings by giving not less than fourteen (14) days notice to the President in writing.
4. At any meeting of members, a member entitled to vote may vote in person or by proxy executed in writing by the member or by a duly authorized attorney-in-fact. No proxy shall be valid after thirty (30) days from the date of its execution.
5. Two-thirds members present in person or by proxy shall constitute a quorum at general business meetings of the members for transactions of business. If a quorum is not present at a meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.
6. All matters submitted to a vote of members shall be decided by a majority of the votes cast by the members present or represented by proxy at any meeting at which a quorum is present.
7. Any matter required to be submitted to the members at a meeting may be acted upon without a meeting if all members who would have been entitled to vote upon the action consent to the action electronically or in writing.

ARTICLE IV: BOARD OF DIRECTORS AND OFFICERS

A. NUMBER AND TERM

The Board of Directors shall be the governing body of the ALWCA and shall consist of a total of no more than 5 individuals, as set forth below, each to serve the term specified below:

1. The President, who shall serve for a term coincident with the term of being President.
2. The Vice President, who shall serve for a term coincident with the term of being Vice President.
3. The three elected officers enumerated in subparagraphs 4 through 6 of paragraph E of this Article IV, each of whom shall serve for a term coincident with the term of being an officer.

The number of directors may be increased or decreased by amendment to these bylaws, provided no such amendment resulting in a decrease in number of directors shall cause the shortening of any incumbent director's term.

B. FUNCTION OF BOARD

The business of ALWCA shall be managed by the Board of Directors. The Board shall have all powers necessary or appropriate to administer its affairs which shall include powers conferred by the Alabama Unincorporated Nonprofit Association Act and these bylaws. All powers of ALWCA shall be vested in the Board except those specifically granted or reserved to the members by law or these bylaws.

C. MEETINGS AND VOTING

1. A regular meeting of the Board shall be held at least once a month, time and place to be determined by the board.
2. Special meetings of the Board of Directors shall be called by the President or at the request of any three directors. Notice of any special meetings shall be given to the directors at least fourteen days in advance thereof. Any director may waive notice of a meeting and attendance at the meeting shall constitute a waiver of notice. Neither the business to be transacted nor the purpose of any special meeting need be specified in a notice or waiver of notice, except as contemplated in paragraph D below and paragraph B of Article VI.
3. A simple majority of the Board of Directors present shall constitute a quorum for the transaction of any business, but in no event shall a quorum consist of less than three-fourths of the Board of Directors.
4. Any action required to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board of Directors or committee, as the case may be, consent thereto electronically or in writing, and such consents are filed with the Minutes. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
5. Minutes of Board of Directors meetings shall be made available to any ALWCA member.

D. REMOVAL OF PRESIDENTS AND DIRECTORS WITH OR WITHOUT CAUSE

1. The President may be removed by the vote of a majority of the members, with or without cause. Any officer may be removed by the President at any time with or without cause by a two-thirds vote of the members. Removal of the President or any other officers shall be without prejudice to the contract rights, if any, of the officer so removed.
2. Any director may be removed from office, either with or without cause, upon a two-thirds vote of the directors present at a meeting called for that purpose.

E. OFFICERS

1. The officer positions of ALWCA shall consist of a President, a Vice President, a Secretary, a Treasurer, and a Membership Chair, and such other positions, if any as the Board of Directors may from time to time create or establish. One person may hold more than one office, except that of President and Vice President, which may not hold the office of Treasurer.
2. ALWCA President and Vice President shall be elected bi-annually by a majority vote of its members.
3. ALWCA Secretary, Treasurer, and Membership Chair shall be elected annually by a majority vote of its members.
4. The President accedes to office after serving a two-year term in any other ALWCA office for one year, and shall serve an additional two-year term as President beginning at the end of ALWCA elections.
5. The President shall act as chief executive officer of ALWCA, and shall preside at all Board and membership meetings, shall see that all resolutions of the Board are carried out, and shall represent the organization when called upon to do so.
6. The Vice President shall assist in the duties of the President, and shall become President of ALWCA with all respective duties and responsibilities of the office of President in the event of the President's death, resignation or inability to serve for the remainder of their term.
7. The Vice-President shall oversee certain standing and ad hoc Committees and shall be available to undertake other responsibilities delegated by the President.
8. The Treasurer shall prepare and file any and all annual reports as required by Alabama state law. The Treasurer shall also handle all financial accounts of the ALWCA, prepare the annual financial report, see that all applicable Federal and State tax and non-profit incorporation reports, forms, papers, and fees are filed on time, require prompt and accurate accounting of all contributions and other income received by ALWCA, and in collaboration with the Board of Directors, create the annual budget.
9. The Secretary shall ensure that minutes of all meetings are maintained and placed in the minute books and other appropriate records of ALWCA, shall ensure that notices are duly given, and shall ensure that the corporate records are maintained.
10. The Vice President will work with other WCA Chapter Vice Presidents to facilitate networking among the chapters.

11. The Opportunities Committee Chair shall liaison with other organizations whose goals and activities are consistent with the mission of ALWCA.

12. The Opportunities Committee Chair shall investigate sources of funding from private and public granting agencies in order to strengthen the financial position and attain the goals of the ALWCA and shall assist in the preparation of grant applications and in any other fundraising or solicitation campaigns, working in cooperation with the President, Secretary, and Treasurer.

13. The Events Committee Chair will deal with the planning and operational logistics surrounding the Yearly Service Project Event and any other events as assigned by the President.

14. The Committee Chairs shall report directly to the ALWCA Vice President. The Committee Chairs shall work to create closer, more harmonious communication among members within the ALWCA and coordinate such aid and assistance as may be rendered by ALWCA to its members when the need arises. They shall provide interested parties with information on ALWCA events and opportunities, aid new and forming external partnerships, and investigate new ALWCA possibilities.

15. The Committee Chairs shall have all rights and responsibilities as required by and listed in the WCA handbook.

ARTICLE V: NOMINATION AND ELECTION REQUIREMENTS

A. NOMINATING COMMITTEE

At the beginning of a President's term, the President shall appoint a Nominating Committee composed of six members of the ALWCA. No two or more of whom shall be selected from current members holding office. The President shall appoint one additional member to serve as Committee Chair. Nominations for ALWCA President-Elect shall be submitted in writing by any individual member of the ALWCA to the Chair of the Nominating Committee by June 15 of the following year (which will be the election year). Each nomination, which shall be accompanied by biographical and professional data, a statement of the nominee's goals for ALWCA, and the nominee's agreement to serve, will be forwarded in writing to the Nominating Committee Chair. Each nominee must be an ALWCA member who has previously served as an officer of a chapter.

B. ELECTION AND VOTING

The Nominating Committee shall receive all nominations and shall present to the membership one or more candidates for President-Elect, with biographical and professional information and a statement of goals from each candidate. Ballots shall be published electronically or in print. The Chair of the Nominating Committee shall insure that the ballots are counted accurately, that the ballots remain anonymous, and that there is one vote per current member. The Nominating Committee shall announce the results of the elections as soon as possible, but no later than December 1st of the election year.

C. VACANCIES

Any vacancy occurring in the Board of Directors (including by reason of an increase in the number of directors) and any vacancy in any office may be filled by appointment by the President. A director or officer elected to fill a vacancy shall be appointed for the unexpired term of the predecessor in office. A director or officer appointed because of an

increase in the number of directors or creation of a new office, respectively, shall serve such term as shall be determined by the Board of Directors.

ARTICLE VI: AMENDMENTS TO BYLAWS

A. Amendments to the bylaws or new bylaws may be proposed upon signature of ten members in good standing and submission in writing to the Board of Directors. Amendments may also be proposed by the President or any director.

B. Amendments proposed in the manner required by paragraph A may be adopted by a majority of the directors present at any regular meeting, or at any special meeting if at least fourteen (14) days written notice is given of the intention to alter, amend, or repeal and adopt new bylaws, at such special meetings.

ARTICLE VII: GENERAL PROVISIONS

A. CHECKS, DRAFTS AND CONTRACTS

The Board of Directors must authorize the President to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ALWCA and, no other officer shall have any power or authority to bind the organization by any contract or render it liable for any reason. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of ALWCA shall be signed by at least two officers, being either the Treasurer, President, and/or Vice-President of ALWCA, and in such a manner, as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instructions shall be signed by the Membership Chair.

B. FISCAL YEAR

The fiscal year of ALWCA shall begin Jan 1 and end December 31.

C. GIFTS, GRANTS AND CONTRIBUTIONS

The Board of Directors may accept on behalf of ALWCA any gift, contribution, bequest, or grant for the general purpose or for any special purpose of the organization and such acceptance shall be acknowledged in writing. The President, in cooperation with the budget committee, if appointed, and the Opportunities Committee Chair, may apply for and accept granted funds from governmental agencies, private foundations, and individual donors, and the President, in cooperation with the Opportunities Committee Chair, shall be responsible for seeing that accurate records are kept and all accounting reports which may be required are submitted on time to the granting agency.

D. USE OF NAME

No person shall use the name of Alabama Women's Caucus for Art to obtain grants or exhibitions or for personal gain or speak on behalf of ALWCA without being authorized by the Board of Directors.

E. BOOKS AND RECORDS

ALWCA shall keep correct and complete books and records of its accounts; shall also keep minutes of the proceedings of its members, its Board of Directors, and committees of the members, and the names and addresses of its members entitled to vote; which shall be kept in the President's possession. All books and records of ALWCA may be inspected by

any ALWCA or WCA member, or the member agent or attorney, for any proper purpose at any reasonable time.
ALWCA shall keep correct and complete records.

ALWCA shall at intervals publish the names and addresses of the Board of Directors and staff for the use of the membership from time to time and such intervals shall not exceed twelve (12) months.

F. NOTICES

Whenever any notice is required to be given under the provisions of the Alabama Unincorporated Nonprofit Association Act, the WCA, or these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Presence without objection shall also waive notice. Any notice mailed postage-paid shall be deemed delivered at the time it is deposited at the United States Postal Service addressed to the member at the address reflected in ALWCA records.

ARTICLE VIII: ADDITIONAL COMMITTEES

A. AD HOC AND SUPPORT COMMITTEES

Other ad hoc committees and committees relating to particular conferences sponsored or held by ALWCA, in each instance not having and exercising the authority of the Board of Directors in the management of ALWCA, may be designated by a resolution adopted by a majority of the directors present. Except as otherwise provided in the resolution, the President shall appoint persons, who need not be Board members, to serve on such committees.

B. REMOVAL

Any member of such a committee may be removed with or without cause by the person or persons having the authority to make appointments whenever the best interests of ALWCA may be served by such removal.

C. QUORUM

A majority of the members of any committee shall constitute a quorum and the decision of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof.

D. RULES

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE IX: STAFF

The Board of Directors may, in its sole discretion, authorize the creation of and determine the duties for a Director of Operations, a Director of Development, and any other employees deemed necessary or appropriate for the operation of ALWCA. The Board of Directors shall establish the salary of any such staff personnel. Staff personnel need not be members of the ALWCA or WCA.

ARTICLE X: STRUCTURE ALWCA BASIC STRUCTURE

1. ALWCA should elect a minimum of three (3) officers, including the executive officer and a financial officer.
2. ALWCA should adopt its own bylaws. These bylaws are to be in conformity with the basic principles and tenets of the WCA bylaws subject to the law of the place of organization of the chapter.
3. ALWCA chapter should maintain a list of current members.
4. ALWCA should set its own dues together with the WCA dues in a unified payment unless a member has already paid WCA dues for that calendar year.

D. ALWCA RESPONSIBILITIES TO WCA

1. ALWCA may send a representative to the Annual National Chapters' Council Meeting.
2. ALWCA should regularly make a copy of its current membership list available to WCA.
3. ALWCA shall be responsible for forwarding the WCA portion of collected dues to the national WCA office within fifteen (15) days after receiving them.
4. ALWCA should furnish reasonable requested information to WCA.
5. ALWCA should advise WCA of changes of officers immediately upon election.

G. WITHDRAWAL OF ALWCA FROM THE WCA

1. Should it be deemed, by WCA's Board of Directors or the Board or President of ALWCA, necessary to dissolve ALWCA, a meeting of its members should be called and announced to the ALWCA membership to decide the disposal of all monies, assets and obligations of ALWCA in accordance with local state laws and in a manner so as not to jeopardize any federal or state tax- exempt status of ALWCA.
2. At such a time as ALWCA formally and legally dissolves in accordance with local state laws, it should inform the WCA President in writing.

ARTICLE XI: DATE OF ORGANIZATION

The foregoing bylaws were duly approved and adopted effective April 16, 2015.

ARTICLE XII: DISSOLUTION

If ALWCA has been inactive for five years or longer, or has been dissolved, the Board of Directors, in possession or control of personal property of ALWCA, may transfer the property:

All ALWCA property will be transferred to the WCA, for its use and purposes, as the WCA sees fit.