

ARTICLE I - GENERAL

Section 1 - Name

This organization, a non-profit corporation, is incorporated under the laws of the State of Florida and shall be known as Professional Association of Visual Artists Inc. (PAVA).

Section 2 - Purpose

PAVA has as its purpose the advancement of education for the establishment of the highest professional standards in the visual arts. In its efforts to realize this objective, PAVA strives to:

- create opportunities for the professional and emerging artist,
- develop and encourage professional standards in the visual arts,
- provide its membership an avenue for interaction with colleagues,
- serve as a collective voice for its members and
- broaden the public understanding of fine contemporary art, while encouraging recognition of, and support for, the arts in the community.

PAVA is the face and voice of visual artists.

Section 3 - Limitations of Methods

The PAVA shall observe all local, state and federal laws that apply to a non-profit organization as defined in Section 501 (c) (3) of the Internal Revenue Code.

Section 4 - Policy

The governing and policy-making responsibilities of PAVA shall be vested in the Board of Trustees (Board), which is responsible for its finances and shall direct its affairs.

The Board shall be responsible for establishing procedure and formulating policy of the organization.

Section 5 - Management

The Board shall employ such staff as it deems appropriate and shall approve compensation and other issues pertaining to employment.

ARTICLE II MEMBERSHIP

Section 1 - Artist Membership Application

- a) Membership shall be open to actively working fine art and fine craft artist and professionals working in art-related industries - such as, but not limited to, museums, galleries, art services, etc.
 - a. Professional artists, craft persons and associated media are defined in the PAVA Professional Standards, published on the PAVA website.
- b) No person shall be denied membership because of race, color, creed, age, marital status, sexual orientation or gender identity.
- c) All members must abide by the PAVA Code of Conduct, published on the PAVA Website or be subject to the disciplinary measures also documented there.
- d) Application for membership shall be made through forms available on the PAVA website.
- e) An applicant becomes a member upon receipt by PAVA of formal application and payment of yearly dues.

Section 2 - Artist Membership Dues

Membership dues shall be for one (1) year and are due annually on the anniversary date of joining PAVA. Members shall be dropped from the roll after thirty (30) days for non-payment.

The Board shall regularly review and determine the cost of the annual membership dues levels.

Section 3 - Artist Membership Privileges

Each member shall have one vote.

Members shall be entitled to hold office following one year of membership.

Members are listed on the PAVA website, unless they request that their information (name, home city, anniversary date) be withheld. In order to maintain members' privacy, contact information is not made public on the posted Members List.

Professional Artist Members are eligible to participate in all non-juried and open call shows.

Professional Artist Members are also eligible to make application to all juried shows.

Section 4 - Associate Membership Privileges

Associate Memberships are available publicly and through an arts-supporting program with Northwest Federal Credit Union; they are renewable, annually, at the prevailing rate.

Associate Members may be anyone that wants to support the arts and arts education.

Associate Members may attend and vote in meetings open to all members and are welcome volunteers at PAVA community activities.

ARTICLE III BOARD OF TRUSTEES

Section 1 - Composition of the Board of Trustees

The Board of Trustees may consist of up to nine (9) members but not less than five (5) members as follows: up to four (4) officers, (President, Vice President, Recording Secretary and Treasurer), the Past President and up to four (4) members at large.

The immediate Past President is eligible to serve for two years on the Board of Trustees.

Section 2 - Selection and Election of Trustees

- a. Term of office for a Trustee shall be three (3) years.
- b. A Nominating Committee shall submit nominations for Trustees to the voting membership.
See Article IV, Section 1 for more on nominations.
- c. Nomination of candidates for Trustee elections shall be completed in April and voted on in early May with results presented at the May meeting.
- d. No Trustee who has served two consecutive three-year terms shall be eligible for election for a subsequent term until one year has elapsed from the end of the last term served. If there are no eligible and willing candidates to replace a term-limited trustee, the current Trustee may ask to continue for one or more additional terms, with board approval.
- e. For continuity, at least three Board members should remain in positions on the Board during the following term.

Section 3 - Officers

- a. The officers shall be voted on from the members of the Board of Trustees at the annual May meeting of the Board.
- b. The term of office shall be for two (2) years.
- c. In the event there are no eligible and willing candidates available to fill an Officer position, a term-limited Officer may ask to continue, with the approval of the Board at the annual May meeting, until an election date when a replacement is chosen.
- d. The terms of office shall begin immediately after the annual May Board meeting.

Section 4 - Vacancies

A Trustee who is absent from three (3) consecutive regular meetings of the Board shall first be notified by email and then removed as a Trustee, unless confined by illness or other excused absence as approved by a majority vote.

Unscheduled vacancies on the Board, or among the Officers, may be filled by a majority vote of a quorum of the Board of Trustees present at the meeting or represented by proxy.

Section 5 - Duties of Officers

- 1) President
 - a) Presides at all meetings of the Board of Trustees, General Meetings, and Special Meetings, and may delegate chairing a Special Meeting to any Officer.
 - b) Appoints all Committee Chairs.
 - c) Is an ex-officio member of all committees, except a Nominating Committee.
 - d) Executes any and all documents requiring approval of the Board of Trustees.
- 2) Vice-President
 - a) In the absence of the President shall preside and perform all of his/her duties.
 - b) Shall assist the President in the performance of his/her duties.
- 3) Secretary
 - a) Shall be responsible for transcribing and keeping the minutes of the Board of Trustees, General and Special Meetings.
 - b) Shall make summary meeting minutes to a member upon written request.
 - c) Shall maintain and have access to the records of the Board of Trustees.
 - d) Shall serve as Parliamentarian.

- e) Shall maintain the Secretary's email account and serve as one of the official conduits of information as defined in the Communications and Privacy Policy.
- 4) Treasurer
 - a) Shall serve as chair of the Budget Committee which is composed of the officers of the board.
 - b) Shall be oversee the financial records of the corporation.
 - c) Shall work with the Officers to prepare an annual budget for approval.

ARTICLE IV - COMMITTEES

Section 1 - Nominating Committee

- a. The Board of Trustees shall appoint a Nominating Committee Chair.
- b. A Nominating Committee shall consist of the Chair and two (2) other Board members.
- c. The Board, or Secretary, will issue a call to the General Membership for candidates interested in serving on the Board of Trustees.
- d. A Nominating Committee will carry out initial interviews with the applicants and present a list of proposed candidates to the current Board of Trustees.
 - a Each candidate must be an active general member in good standing and must have agreed to serve if elected.
- e. The Board of Trustees may then choose to carry out a second level of interviews with the candidates or approve the slate as is.
- f. The final slate of candidates will be presented to the General Membership for approval vote.
 - a 60% approval is required to elect a candidate.

Section 2 - Special Committees

The Board of Trustees may establish special committees as needed.

ARTICLE V - MEETINGS

Section 1 - Board of Trustees Meetings

The Board of Trustees shall determine a regular meeting time, schedule and place for its meetings to be held at least four (4) times a year.

Section 2 - General Membership Meetings / Communications

- a. General Membership meetings, social events or networking events shall occur no less than two (2) times per year.

- b. Every effort will be made to communicate regularly with Members through monthly newsletters, exhibit announcements, social media, web site postings and other electronic media, as deemed effective.
- c. Notice of the date and time of General Meetings shall be made available to the membership no less than three (3) days prior to such meeting, or as dictated in the Special Meeting Request Process.
- d. The PAVA web site and/or email may serve as acceptable communication of the meeting notices.

Section 3 - Additional Meetings

- a. In accordance with the Special Meeting Request Process, documented on the PAVA website, should a major issue needing discussion arise, three (3) members in good standing may request a Special Meeting of the membership.
- b. Board meetings may be called by the President or by written petition of three or more members of the Board of Trustees. Notice, (including the purpose of the meeting), shall be given to each Trustee at least three (3) days prior to meeting.
- c. Committee meetings may be called at any time by the President or by the Committee's Chairperson.

Section 4 - Quorums

- a. At any duly called Special Meeting of PAVA, 60% of members shall constitute a quorum. Duly registered and cast electronic votes and/or proxy votes will be counted toward the quorum calculation.
- b. At a General Meeting, no binding votes will be taken. Quorum is not an issue.
- c. At a Board of Trustees meeting five (5) trustees shall constitute a quorum.
 - a. For email votes by the Board, five (5) votes shall constitute a quorum.

ARTICLE VI - FINANCES

Section 1 - Funds

All funds paid to PAVA shall be placed in Board of Trustees approved operating fund accounts.

Section 2 - Disbursements

Upon the approval of the Budget, the President and Vice President are authorized to make disbursements on accounts and expenses provided in the Budget without additional approval of the Board of Trustees.

All disbursements will be made via a traceable method such as but not limited to checks, debit card, credit card and electronic fund transfers.

At no time may any individual expend unbudgeted PAVA funds without the approval of the Board of Trustees.

Section 3 - Fiscal Year

The fiscal year of PAVA begins on January 1 and ends on December 31.

Section 4 - Indemnification

Professional Association of Visual Artists Inc. shall indemnify all current or former members of the Board of Trustees and all current and former officers of the Corporation, to the full extent permitted by law, for any acts committed by them while engaging in the lawful performance of their duties as officers or trustees.

ARTICLE VIII - DISSOLUTION

PAVA shall use its funds only to accomplish the objectives and purposes specified in these By-laws, and no part of said funds shall inure or be distributed to the members of PAVA.

On dissolution of PAVA, any funds remaining shall be distributed to one or more Organizations regularly organized and qualified for one or more exempt purposes within the meaning of Section 501(c) of the Internal Revenue Code, or corresponding section of any future federal tax code, as may be selected by the Board of Trustees.

ARTICLE IX - PARLIAMENTARY AUTHORITY

The latest edition of Roberts Rules of Order shall be the parliamentary authority when not otherwise specified in these By-laws.

ARTICLE X - AMENDMENTS

The By-laws may be amended or altered by two-thirds of the Board of Trustees, or by a 60% majority of the membership.

Written notice setting forth the purpose of the meeting and containing the proposed amendments, alterations or changes must be transmitted to each member of the Board of Trustees at least seven (7) days prior to the meeting.

ARTICLE XI - OFFICIAL COMMUNICATIONS AND POLICIES

All official communications to and from the PAVA Board Members and the PAVA General Membership will follow the PAVA Communications Policy published on the PAVA Website.

Annually, a reminder will be sent to all active PAVA Members providing the location of the organization's By-laws and important policies.