

**CONSTITUTION AND BYLAWS
OF
THE LEBANON ART AND CRAFTS ASSOCIATION**

ARTICLE I

Name, Location, and Corporate Seal

Section 1: The name of the corporation shall be The Lebanon Art and Crafts Association, Inc.

Section 2: Said Corporation shall be located at Lebanon in Grafton County, State of New Hampshire.

Section 3: The Corporation shall have a logo with graphic that gives the name of the Corporation as follows: THE LEBANON ART AND CRAFTS ASSOCIATION. When possible, the logo and graphic shall appear on all advertising, application forms, correspondence, and newsletters.



Section 4: The fiscal year of the corporation shall be the calendar year.

ARTICLE II

Purpose

Section 1: The purpose of the Association is to bring artists and crafts people together for mutual support and encouragement, to promote appreciation of art and crafts within the area, and to promote the sale of work as a stimulus to the creative interests and talents of the members.

Section 2: When the association is financially able to do so and upon majority vote of members present at the budget meeting, the association shall make art scholarships, grants, or awards to organizations or persons who are not members of LACA from funds raised specifically and/or set aside only for that purpose.

ARTICLE III

Membership

Section 1: The membership of the Association shall consist of anyone 18-years-old or older and be based on the following classifications: artist or crafts person, patron, or honorary member.

Section 2: Artist or craft person: Anyone actively involved in the pursuit of art or crafts and who expects to take an active part in the Association may become a member upon payment of dues.

Section 3: Patron: Anyone who has shown an interest in furthering the aims of the Association and who had paid dues may become a member.

Section 4: Honorary Lifetime Member: Any member, past or present, may be elected by majority vote of the officers and a two thirds vote of the membership present at a meeting in recognition of distinguished service to the advancement of art or crafts, either within or outside the Association. These members will have the same rights and responsibilities of other members. They shall be exempt from dues.

Section 5: Disciplinary Action

When there is just cause to believe and/or when charges have been made regarding the theft, misuse, misappropriation, willful concealment or gross neglect of the funds or property belonging to members or the corporation, immediate suspension and/or police action may result.

Factors to be considered when deciding upon a disciplinary action of a member:

There are some rules and regulations violations of which are so serious that they warrant the immediate discharge of the member. Most, however, do not require the immediate suspension of membership. In deciding which action to take, the officers or an impartial panel designated by the officers would consider the following:

- a. The seriousness of the offense;
- b. The circumstances surrounding the incident that are either mitigating or aggravating.

Imposition of Disciplinary Action of a Member

The officers or their designees shall inform the member that a disciplinary action is contemplated and schedule a time certain for a meeting to discuss the possible action and reasons therefore. The member shall be temporarily suspended until a final decision is made by the board.

Discussions between the board or their designees and the member regarding disciplinary actions shall:

- a. Be conducted in private and in a manner that will not embarrass the member;
- b. Include a full explanation of the facts surrounding the incident(s);
- c. Include an opportunity for the member to present his or her arguments or explanations; and
- d. Be confidential

If the member refuses to participate in a meeting to discuss a disciplinary action, the member shall be informed in writing of the incident(s) and the disciplinary action to be imposed within five working days.

In those instances where the board determines it is inappropriate for the board to conduct the disciplinary meeting, the board's designees shall conduct the meeting.

As soon after the meeting as possible, the member shall be informed of the disciplinary action taken, which may have included reporting criminal violations to the police.

The decision of the board or their designees by majority vote may bar the member from further membership. Application for membership can be reviewed on a case by case basis on a schedule set by the board at the time the member is barred.

ARTICLE IV

Dues

Section 1: A membership fee shall become due upon joining the Association and annually thereafter at the beginning of each calendar year. A new member shall not receive credit for attendance at a meeting unless dues are paid prior to or at that meeting. Honorary members shall be exempt from these dues.

Section 2: Any member, except an honorary member, who has not paid dues by April 1 will lose his or her membership status and credit for meetings attended prior to paying dues.

Section 3: A three meeting requirement must be fulfilled by the October meeting (inclusive) in order to participate in the Christmas show and sale.

Section 4: A proposal to change the annual dues may be made at any regular membership meeting. Action on this proposal shall be taken at the next regular meeting. The membership must be notified of this proposal at least one week in advance of the meeting when voting will take place. The change shall be effective beginning the next fiscal year.

ARTICLE V

Officers

Section 1: The officers of the Association shall be: president; vice-president; secretary; treasurer; and assistant treasurer. The officers will function as the executive board.

Section 2: The officers shall be elected by the members at the regularly scheduled October meeting from nominations submitted by the Nominating Committee plus any nominations from the floor.

Section 3: The procedure for the election of officers shall be as follows: Nominating Committee present their slate at the August meeting; announced in the September newsletter; nominations received from the floor at the September meeting; members notified of complete slate in the October newsletter; voting to take place at the October meeting.

Section 4: The elected officers shall serve for a period of one year. The officers-elect shall be of service to the officers at the Christmas Show and Sale. The term of office will be February 1 until January 31. A board meeting including outgoing and incoming officers shall be held prior to the February meeting.

Section 5: The president may not serve for more than two consecutive years.

Section 6: Upon successful completion of the annual Christmas Show and Sale and upon successful completion of the audit, the Treasurer and Assistant Treasurer shall each be paid \$200.

Section 7: At the Christmas show board members will pay no commission on the first \$1500 in sales. All over that amount will be subject to a regular commission.

ARTICLE VI

Duties of Officers

Section 1: The president shall preside at all meetings. The president shall coordinate the activities of the Association and shall appoint committee chairpersons as deemed necessary. Ex officio, the president shall be a member of all committees except the nominating committee. The president shall have the full powers of the treasurer in the absence or disability of the treasurer. The president shall hold regular monthly executive board meetings at a time and a place agreeable to all officers. The president or assistant treasurer will be the second signature on the checking and savings accounts on checks over \$100. The president shall be responsible for obtaining and renewing all insurance policies of the association. The president shall be responsible for negotiations and the signing of all contracts on behalf of the association.

Section 2: The vice-president shall, in the absence or disability of the president, perform all the duties of the president. The vice-president shall be in charge of all publicity for the organization's events.

Section 3: The secretary shall be responsible for receiving mail at the organization's post office box, recording and distributing mail received, recording minutes of all executive and member meetings, handling correspondence, sending out newsletters, issuing of notices, keeping attendance records, coordinating with the treasurer to maintain a membership list with addresses and telephone numbers, and carrying out other duties as may be required. In the event the secretary is unable to perform these duties, the officers may appoint a secretary pro tem.

Section 4: The treasurer shall be responsible for all monies of the association, including but not limited to: receiving, recording, reconciling and depositing money received; pay all bills upon approval by the executive board; transfer funds between accounts, reconcile daily sales deposits for the Christmas show, and other duties as may be required. The treasurer shall prepare a report for each membership meeting. The report shall consist of the prior month's income and disbursements, and a comparative actual year-to-date budget. The treasurer shall provide all information necessary to prepare the association's annual IRS Form 990. Professional help is suggested. At the March meeting a full year-end report shall be made available to the membership.

Section 5: The assistant treasurer shall review monthly the reconciliation of all accounts belonging to the association. The assistant treasurer shall be responsible for the recording of all sales at the Christmas show, shall provide the treasurer with reports of same for treasurer to calculate payments to members, and shall provide members with a list of their sales. The assistant treasurer shall also be responsible for the daily sales notebook and various supplies needed by the cashiers. In the event that the treasurer is unable to perform the treasurer's duties, the assistant treasurer shall become the treasurer for the remainder of the term.

Section 6: The members shall approve, either through the budget process or as a need arises, any capital expenditure that exceeds \$100.

ARTICLE VII

Voting

Section 1: Only members may vote at membership meetings.

Section 2: Voting by proxy shall not be permitted.

ARTICLE VIII

Meetings

Section 1: Notices of meetings shall be mailed and/or e-mailed to each member at least one week in advance of the meeting date.

Section 2: At any meeting, the members present shall constitute a quorum.

Section 3: Meeting dates shall be designated by the president or by a majority vote of the officers. A member or members desiring a special meeting shall present a written request to the president. The officers shall determine whether circumstances warrant a special meeting and shall advise the requesting member or members accordingly.

Section 4: All meetings shall be conducted with an agenda. Any member wishing to include an item on the agenda shall notify the president at least fourteen days in advance of the meeting date.

Section 5: Robert's Rules of Order shall be the guide to parliamentary procedure.

ARTICLE IX

Committees

The president shall involve as many members as possible in committees in order to spread the work necessary to run the organization. The following committees shall be appointed each year:

Section 1: Nominating Committee: Shall consist of three members selected from a sign-up pool by the officers, excluding the president. They shall be named in June and present their slate at the August meeting.

Section 2: Scholarship Committee: A committee of five members appointed by the president from a pool of those who sign up for the committee. Duties to include sending application forms to Hanover, Hartford, Lebanon, and Mascoma High Schools and accepting applications for scholarships. They shall make their recommendation for disbursement at the May meeting and if accepted by the membership shall disburse the monies allotted to scholarships and donations from the budget after that meeting. The treasurer will chair this committee.

Section 3: Finance Committee: The president shall appoint up to five members with experience to assist the board with the budget, audit and preparation or arrangement for the preparation of the IRS Form 990 (by May 15th of the following year), figures being supplied by the treasurer. We are not required to file a non-profit return with the State of New Hampshire.

Section 4: No person may vote on a committee where a conflict of interest may exist.

Section 5: Conflict of Interest

A *conflict of interest* shall be defined as:

- a. A person having a close personal relationship to another on the board or committee. This refers to the member's spouse, parents, children, siblings, in-laws, any person living in the same house with the member, or a business associate.
- b. A person having a relationship either direct or indirect with a person, group or business with whom LACA may transact business or donate awards or scholarships.

Purpose

The policy on *conflict of interest* is intended to assist the Lebanon Art and Crafts Association board in their dealings with various community interests, the members of the board, general membership serving on committees, and the multitude of potentially conflicting interests. This policy is made to avoid all appearances of special favors and/or impropriety.

Policy:

Each board member, prior to taking his/her position on the board, and all present and future members of the board shall submit in writing to the president of the board a list of all businesses or other organizations of which he is an officer, director, trustee, member, owner (either as sole proprietor or partner), shareholder, employee or agent, with which the Association has or might reasonably in the future enter into a relationship or a transaction in which the

member would have conflicting interest. The president of the board shall become familiar with the statements of all members in order to guide his/her conduct should a conflict arise.

At such time as any matter comes before the board, committee or membership meeting in such a way as to give rise to a *conflict of interest*, then the affected member shall make known the potential conflict, whether disclosed by his written statement or not, and after answering questions that might be asked of him, shall withdraw from the meeting for so long as the matter shall continue under discussion. Should that matter be brought to a vote, neither the affected board member, committee member, or any other member with a direct or indirect pecuniary benefit interest vote upon the matter.

The board will comply with all the requirements of New Hampshire law where conflicts of interest are involved, including but not limited to the requirements of a two thirds vote where the financial benefit to the member is between \$500 and \$5000 in a fiscal year, and to the requirement of a two thirds vote and publication in the required newspaper where the financial benefit exceeds \$5000 in a fiscal year. The New Hampshire statutory requirements are incorporated into and made a part of this conflict policy.

ARTICLE X

The Association

Section 1: The Association shall be non-profit.

Section 2: A proposal to dissolve the Association may be made at any regular membership meeting. A special meeting will be called for action on this proposal. The membership must be notified of the proposal and of the date of this special meeting at least one month in advance. To dissolve the Association and dispose of the remaining assets, a two thirds majority vote of the members present at this meeting will be required.

Whenever two thirds of the membership of LACA shall have voted to dissolve the corporation, then said corporation shall be automatically dissolved upon filing with the secretary of state a statement signed under the penalties of perjury by the treasurer and a majority of the board setting forth (a) that at least two thirds of the members of the corporation voted dissolution; and (b) the plan for distribution of the corporation's assets and satisfaction of its obligations.

Upon dissolution of Lebanon Art and Crafts Association, all physical properties shall be sold. The monies shall be distributed equally as scholarships to Lebanon High School art students, The Alden Burt Memorial Award at Lebanon High School and the Barden Memorial Award for the Downer 4H Camp in Vermont.

Section 3: The Association may charge its participating members both a commission and a non-refundable fee of \$25.00 for any sale it sponsors; however, the commission shall not exceed twenty (20) percent of sales.

Section 4: Expenses: Any officer incurring telephone charges for necessary and reasonable calls to other officers or members shall upon presenting itemized documentation to the executive board, be reimbursed as allocated in the budget. No officer or member shall be paid for any automobile usage. Other reasonable expenses for postage, supplies, etc., shall be reimbursed upon the presentation of a timely invoice (no more than two months).

ARTICLE XI

Shows and Sales

Section 1: Each show and/or sale shall be organized by (1) a chairperson or (2) the officers acting in place of a chairperson. The membership shall determine, by majority vote of those present at a meeting, whether a show and/or sale will be organized by a chairperson or by the officers. Whenever the word "chairperson" appears in this Article, it shall be understood to refer to an individual chairperson or to the officers acting in place of an individual chairperson, as determined by the membership.

Section 2: Each artist or crafts person shall maintain a high standard in his/her work offered at shows and/or sales. Items offered should (1) be of high quality; (2) demonstrate technical proficiency in their respective craft areas; and (3) show individuality, originality, or creativity in their design or execution.

Section 3: All items offered at each show and/or sale shall be substantially crafted by the member. An item may include manufactured parts or materials (i.e. not made by the member) to the extent that those parts or materials (1) constitute an insignificant portion of the total item or (2) have been substantially and significantly altered by the crafts person in producing a finished product. The officers shall propose additional guidelines, as needed, to implement this section. The membership shall be notified at least ten days prior to the date of the

meeting at which a vote will be taken on proposed guidelines. Once adopted by a majority vote of the members present, the guidelines shall remain in effect until rescinded or superseded by new guidelines.

Section 4:

Specialty food items may be sold at any show or sale when all requirements have been met according to this rule and any specific criteria set forth in the Guidelines for individual shows and/or sales.

- a. All necessary health certificates, permits, licenses that are required for the crafter's food product(s) must be obtained at their own expense and be prominently displayed at their booth or table.
- b. A copy of proof of current insurance liability must be provided with the show application and again at the commencement of the show/sale.
- c. All product ingredients must be included on product labeling/packaging.
- d. Pet, bird, animal consumables will be allowed if sealed and/or packaged securely. A warning that these items are not for human consumption must be prominently displayed and all ingredients used in the production of the item(s) must be listed.
- e. Food items that are used as an accessory or embellishment to a crafter's product will be allowed provided the food items are securely wrapped and packaged.

Section 5: Space permitting, craft items that include live/fresh botanicals and living greenery (e.g. cut balsam) may be displayed outside of any building where the Association is sponsoring a sale. Displays containing dried arrangements will be positioned in the exhibit hall according to fire code regulations.

Section 6: Persons performing duties related to running the show shall be members.

Section 7: Members shall be notified of the rules of a show and/or sale at least ten days prior to its start. The chairperson shall be responsible for enforcing the rules of the show and/or sale.

Section 8: Disputes that arise during a show and/or sale shall be resolved by majority vote of the officers.

Section 9: Eligibility to participate in the Christmas Show

- a. All exhibitors must be members in good standing.
- b. All exhibitors must have attended three meetings between January and October of the current year. If this requirement has not been met, then a fee of \$50 will be charged for each meeting missed of the three required meetings.
- c. All exhibitors must work a full work schedule.
- d. A member may request an exemption from the three meeting requirement or from working part of or all of the work schedule for extreme hardship (i.e. serious illness or death in the family). By a majority vote the officers shall approve or deny each such request for exemption and notify the individual of their decision.
- e. Some credit may be given towards the work schedule requirement by the board if the exhibitor works before and/or after the show helping during the set up and/or tear down, moving, or other assigned responsibilities.
- f. The executive board shall decide on an individual basis if new members who join the Association late in the year shall be exempt from the three-meeting requirement for participation in the Christmas Show and Sale. New members who are exempted from the required three meetings may be expected to work additional shifts in the store.

ARTICLE XII

Amendments

Section 1: The bylaws may be amended at any meeting of the Association by a two thirds vote of those members present and voting, provided that notice of the proposed amendment shall have been mailed and/or e-mailed to every member at least ten days prior to the date of the meeting at which the vote on the amendment is to be taken.

Amended: August 1979; April 1984; September 1986; July 1990; September 1990; August 10, 1995; May 14, 1997; June 1999; June 2000; June 19, 2002; July 2004; June 2006