

CONSTITUTION OF  
THE TOLEDO FEDERATION OF ART SOCIETIES, INC  
(Amended May 2002)

ARTICLE I – NAME

The name of the organization shall be “The Toledo Federation of Art Societies, Inc.”, hereinafter referred to as the ‘Organization’.

ARTICLE II – OBJECTIVES

- Sec. 1 To arrange for exhibitions and sales of work of Toledo area artists, with the understanding that this is an organization established not for profit.
- Sec. 2 To promote mutual understanding and cooperation among Toledo area artists and between the artists and the public.
- Sec. 3 To promote art education wherever possible.
- Sec. 4 To establish and maintain a permanent collection of work by Toledo area artists.
- Sec. 5 Fundraising and such activities to promote the general welfare.

ARTICLE III – MEMBERSHIP

- Sec. 1 The membership of this organization shall consist of art and cultural groups.
- Sec. 2 The organization may increase its membership as new groups request representation.
- Sec. 3 The organization shall have the power to drop groups from the membership according to procedure as set forth in the By-Laws.

ARTICLE IV- BOARD OF DIRECTORS

- Sec. 1 The organization shall be governed by a board of directors composed of the following:
  - A. Two (2) delegates from each membership group.
  - B. Delegates at large.
- Sec. 2 Delegates to the board of directors shall be named by the member groups and the names submitted to the secretary of the board not later than the second meeting.

Sec. 3 The board of directors may elect delegates-at-large. Such delegates may be chosen from among those who have given past service in the field of art. They shall be elected by a quorum of the groups of the organization. Past Presidents automatically become delegates-at-large.

ARTICLE V – TRUSTEES

Sec. 1 As required by the state of Ohio, there shall be a minimum of nine (9) trustees designated as responsible parties for the organization.

Sec. 2 The trustees shall be composed of all current officers and the necessary additional persons appointed by the president of the board of directors.

Sec. 3 One trustee shall be appointed by the museum to serve in their interest.

Sec. 4 The Parliamentarian shall be appointed by the president with concurrence by the board of directors. The Parliamentarian shall attend all official meetings ex-officio of the society where any business takes place and see that the proper parliamentary procedures are followed.

BY-LAWS OF THE CONSTITUTION OF THE  
TOLEDO FEDERATION OF ART SOCIETIES, INC

ARTICLE I – DUTIES OF THE OFFICERS OF THE ORGANIZATION

The terms of office shall begin on September 1 and end August 31. The terms shall be for two years. No elected officer shall serve for more than two consecutive terms in the same office. Elections for the first vice-president, corresponding secretary, and treasurer shall be held in odd-numbered years, and for the president, second vice-president, and recording secretary in the even numbered years.

Sec. 1	<p>The President (ex-officio) shall:</p> <ul style="list-style-type: none"> <li>A. Preside at all meetings.</li> <li>B. Have power to call meetings as necessary.</li> <li>C. Appoint committees, and instruct them in their duties.</li> <li>D. Have the power to fill a vacancy in any duly elected office until such time as an election shall be held.</li> </ul>
Sec. 2	<p>The first vice-president shall, in the absence of the president, assume the duties of the president.</p>

Sec. 3	The second vice-president shall, in the absence of the absence of the president and first vice-president, assume the duties of the president
Sec. 4	The recording secretary shall: <ul style="list-style-type: none"> <li>A. Keep complete and accurate records of meetings</li> <li>B. Act as chairperson of the membership committee.</li> <li>C. Receive and record all dues.</li> </ul>
Sec. 5	The corresponding secretary shall: <ul style="list-style-type: none"> <li>A. Give notice of all meetings.</li> <li>B. Direct all correspondence at the request of the committee chairperson.</li> <li>C. Assist committees with correspondence at the request of the committee chairperson.</li> </ul>
Sec. 6	The Treasurer shall collect all revenues of the organization, and pay such bills as have been authorized by the president of the board of directors. All monies of the organization shall be kept in a public banking institution under the name of The Toledo Federation of Art Societies, Inc. An annual report shall be made by the treasurer, and a report to date at every meeting of the board of directors. The annual report should be submitted at the first meeting of the official organization year to the board of directors. The treasurer shall arrange for an examination of the financial records of the organization by an auditor not associated with the organization; this report should be submitted at the first meeting of the official organization year; or at the end of a treasurer's term; or at least every two years.

## ARTICLE II – TIME OF MEETINGS

The board of directors shall meet once a month, except during the months of June, July, August, and September.

## ARTICLE III – VOTING

Sec. 1	A quorum shall consist of the representatives of two-thirds of the groups, in good standing, of the organization.
Sec. 2	The vote may be taken by acclaim, show of hands, roll call, or ballot, at the discretion of the president, or by such manner as may be requested from the floor.
Sec. 3	Qualified delegates and officers, except the president and the parliamentarian, to the board of directors are entitled to one (1) vote each.
Sec. 4	The president shall decide in a tie.

#### ARTICLE IV – ANNUAL DUES

The annual dues for the organization will be fifty dollars (\$50.00) per group. Groups whose members are not assessed dues, shall not be assessed dues by the organization. The board at its discretion may exempt from dues such non-profit groups as it sees fit.

#### ARTICLE V – COMMITTEES AND DUTIES

The president shall appoint the following standing committees:

z

1. Annual Exhibition, Publicity and Prospectus Committee  
This committee shall be co-chaired by the Toledo Museum of Art's representative and a representative appointed by the board of directors. The co-chairs will then solicit additional committee members as needed. This committee is responsible for the receiving and returning of all slides for the annual exhibition, the organization of the slide jury, the preparation of the annual prospectus, and any other responsibilities as directed by the board.
2. Constitution and By-Laws Committee  
This committee shall be appointed as deemed necessary by the board of directors. The responsibility of this committee is to review ambiguities in the Constitution and By-Laws. The entire document should be reviewed every five years.
3. Fundraising Committee  
This committee is responsible for securing additional funding for awards for the annual exhibition, for educational projects and maintenance of the permanent collection or for any reason deemed necessary by the board of directors.
4. Jury Committee  
This committee solicits a list of prospective jurors from the member groups and proceeds according to Article IX of the By-Laws.
5. Membership Committee  
The recording secretary shall be the chairperson of this committee. This committee shall screen all applicants for membership and review the good standing of the present members in accordance with the standards for membership as set forth in Article VII of the By-Laws.
6. Nominating Committee  
This committee shall prepare and present a slate of prospective officers for the organization as directed in Article VI of the By-Laws.

7. Permanent Collection Committee  
This committee is responsible for the storage, care, accession records and exhibition of works of art accessioned by the organization.
8. Purchase Awards Committee  
This committee shall consist of the chairperson of the Permanent Collection Committee and all officers present at the judging of the exhibition. All members of the committee shall have equal voting rights. This committee shall select purchase awards for the permanent collection of the organization from any artist whose work is under consideration for an award. Any member of this committee whose work is under consideration shall be disqualified from participation in the committee.
9. Jury Dinner Committee  
This committee shall be responsible for organizing the jury dinner and all related arrangements as deemed necessary by the board of directors.
10. Sales Committee  
This committee shall have charge of promoting and conducting the sale of art work at the annual exhibition. It shall prepare and keep record of all sales and billings of purchases; shall notify purchasers to pick-up their purchases when the show is dismantled; and secure payments for same; shall cooperate in checking all monies received and certify same to the treasurer. The chairperson of this committee shall submit a report to the board at the next meeting.
11. Special Award Committee  
This committee shall consist of the trustees who will select a person or organization who in their opinion has given outstanding support to the visual arts in the geographical area eligible for entry in the annual exhibition.

#### ARTICLE VI – NOMINATIONS AND ELECTIONS

1. The nominating committee shall prepare the slate for the election of officers of the organization.
2. At the second to the last meeting of the year of the board of directors, the committee shall present for consideration to the member groups, one or more names for candidacy of each office. The committee shall assure the board that such candidates have been consulted, and that they will accept the office if elected.
3. Any group may nominate for any office from the floor of the board meeting until nominations are closed.

4. Nominations for the officers of the organization shall be referred to the member groups.
5. At the last meeting of the year of the board, delegates of each member group, trustees and all other voting members shall be prepared to vote for their group's choice of candidate.

#### ARTICLE VII – STANDARDS FOR MEMBERSHIP

1. Dues for all non-exempt delegates shall be paid at or before the second meeting. Failure to pay dues by this time shall deprive the delegate of the right to vote at all subsequent meetings, until such time as dues are paid in full. Groups shall be considered inactive until current dues are paid and shall not count on the quorum.
2. At least one delegate from each group shall attend at least one-half of the meetings of the board during the operating year. Failure to do so will place that group on probation for the following year upon notification at the final and first meetings by the chairperson of the membership committee. If the group on probation does not provide minimum attendance during the probationary year, the chairperson shall submit the name of that group for dropping from the roster at the final meeting.
3. Each member group shall submit at least one (1) perspective juror's name for balloting.
4. To remain in good standing, each member group must have at least one delegate on a standing committee.

#### ARTICLE VIII – OBSERVERS

After approved motion, the council may invite observers to its meetings. It shall be proper that these observers offer comments and suggestions for the welfare and betterment of the organization. However, such observers are not empowered with other rights.

#### ARTICLE IX – JURY FOR THE ANNUAL EXHIBITION

When it seems feasible, the board of directors, may at its discretion, choose as many jurors as are necessary to adjudicate the entries properly. The jurors for the annual exhibition of the work of The Toledo Area Artists shall be chosen in the following manner:

1. At the first meeting, the president shall appoint a jury chairperson who will assemble a committee.

2. This committee shall solicit a list of prospective jurors from the member groups. Each member group will submit the name of at least one prospective juror per year.
3. The committee shall prepare a ballot of all prospective jurors for distribution to the member groups at the second to last meeting.
4. Each member group shall direct it's two delegates to vote for their juror choices at the final meeting for the year. The jury committee shall tabulate the votes and announce the results. Alternates will be selected in descending order by the popular vote.
5. If a juror(s) cannot be secured by the current popular vote, alternates from the previous year can be appointed. If a juror(s) still cannot be appointed, the museum may appoint a juror(s).
6. Invitations to the selected jurors will be made as soon as possible by the corresponding secretary following the final meeting of the year.

#### ARTICLE X – DISPOSITION OF FUNDS UPON DISSOLUTION OF THE ORGANIZATION

All funds of the organization shall be turned over to the Toledo Museum of Art, tax-exempt organization under section 501 (c) (3) of the Internal Revenue Code, at such time as the organization might be dissolved.

#### ARTICLE XI - PROCEDURES

Except as otherwise noted in these By-Laws, the procedures for all board and committee meetings shall follow Roberts Rules of Order, a copy of which should be brought by the parliamentarian or chairperson to all such meetings.

#### ARTICLE XII – AMENDMENTS TO THE BY-LAWS

The By-Laws may be amended at any regular meeting of the board of directors by a two-thirds vote of the member groups of the organization providing notice of such proposed amendment has been given at a previous meeting. All amendments must be ratified by the Board of Trustees.