



2024 Bylaws

Article 1: Name and Purpose

- 1.1 The Club shall have the name of the Visual Arts Club, an unincorporated entity whose place of activity is Dataw Island, South Carolina.
- 1.2 The purpose of the Club is to promote the visual arts on Dataw Island by organizing the display of its members' arts and crafts and sponsoring educational workshops for members.

Article 2: Members

- 2.1 Membership in the Club is open to any member in good standing of the Dataw Island Club.
- 2.2 Members shall be responsible for paying dues as set by the Board.
- 2.3 Members in good standing are eligible to attend and to vote on all matters presented at the Annual Meeting, any special meetings called by the Board or conducted electronically, receive all Club communications and notices and attend all Club functions.

Article 3: Meetings

- 3.1 The annual meeting shall be held in January of each year on a date to be announced by the Board.
- 3.2 Any special meeting of the membership may be called by the President or by a majority of the Board.
- 3.3 Fourteen days' notice shall be given for any membership meeting.
- 3.4 Meetings may be conducted by electronic means when deemed necessary or preferential.
- 3.5 A quorum at any meeting of the membership shall be 25% of the total number of members.

Article 4: Board of Directors

- 4.1 A Board of Directors shall direct the business and affairs of the Club, including the annual establishment of dues for members.
- 4.2 The Board shall consist of no less than six members nor more than twelve. The members of the Board elected by the membership shall include the officers of

the Club: President, Vice President, Secretary and Treasurer. The President shall appoint additional members of the Board with the approval of the other elected officers. They shall include the immediate Past President, the Chairs of standing committees, and other members-at-large.

- 4.3 Officers of the Board shall serve for a one-year term commencing at the annual meeting at which they are first elected. Any current officer of the Board is eligible for re-election to the Board. However, no officer of the Board shall serve for more than a total of three consecutive terms in the same capacity, including any partial term, except when additional terms would benefit the continuity of VAC business as determined by a majority of the VAC Board.
- 4.4 Upon the resignation of a Board member, the Board may appoint a replacement to fill-out that unexpired term.
- 4.5 The Board shall meet once a month, date and time to be determined by the President. In the absence of a quorum or with the consensus of Board members, the President may cancel a regularly scheduled meeting.
- 4.6 A quorum of the Board shall be defined as 50% of its membership.

Article 5: Officers of the Board

- 5.1 The President shall supervise the activities of the Club and preside at all meetings. The President may appoint special "ad hoc" committees at his/her discretion. Standing committees shall be established with the consensus of the Board.
- 5.2 The Vice-President shall assume the duties of President, when the President is unavailable to perform them.
- 5.3 The Secretary shall take and maintain the minutes at Board meetings and the Annual Meeting.
- 5.4 The Treasurer shall be responsible for the collection and disbursement of Club funds and for the maintenance of the financial records of the Club. The Treasurer shall report on the financial status of the Club at any regular meeting of the Board and at the Annual Meeting.

Article 6: Club Committees

- 6.1 Standing committees will be responsible for the organization of Club activities. Responsibilities may be redefined or consolidated by the Board from time to time. Board members will chair standing committees. These committees will be responsible for publicity, exhibits and receptions, featured art, education and workshops, gallery operations, and budget development.
- 6.2 The President at his/her discretion may appoint special "ad hoc" committees. Chairs of special committees will report to the Board, but will not serve on the Board, unless otherwise filling an officer or member-at-large seat.
- 6.3 A Nominating Committee of three people shall be selected by the President and approved by the Board on or before November 15 of each year. At least one member of the nominating committee should be a person who is not currently serving on the VAC Board.

- 6.3.1 The Nominating Committee shall present a slate of candidates for each Board officer position to the membership at least 15 days prior to the annual meeting. Each candidate must be member of the Club in good standing and have agreed to serve.
- 6.3.2 Voting for Board officers shall be held at the Club's annual meeting in January of each year. In addition to the slate of candidates nominated by the Nominating Committee, candidates can be nominated from the floor. Each member in attendance shall have one vote for each opening on the Board. A clear majority will be deemed as prevailing.
The new officers will commence duties at the adjournment of the Annual Meeting

Article 7: **Miscellaneous Provisions**

- 7.1 A conflict of interest may exist when the interests, activities or potential benefit to a Board member may be seen as competing with the interests of the Club. In that situation, the Board member should disclose the situation and refrain from taking part in any pertinent Club vote.
- 7.2 These bylaws may be amended by a majority of votes cast by VAC members either electronically or in person at a meeting called for that purpose. Notice of the proposed amendment(s) shall be sent to each VAC member at least 15 days prior to the proposed vote.
- 7.3 A copy of these bylaws will be made available on the VAC website.