

OSAA By-Laws  
*September 11, 2019*

ARTICLE I – ORGANIZATION

The name shall be Ocean Springs Art Association, Inc.

ARTICLE II – PURPOSE

In 1971 this organization was formed with the purpose:

1. To create an atmosphere in which creative people may develop and further their artistic abilities.
2. To assist professional and nonprofessional artists in exhibiting their work in a dignified and professional manner.
3. To provide a program of continuing education and experimentation, leading to individual discovery and personal expression.
4. To receive and maintain funds of real and personal property. Subject to the restrictions and limitations herein set forth: to use and apply the whole or any part of the income there-from and the principal thereof, exclusively for scientific, art oriented, literary and educational purposes.
5. This organization shall not have the power to dissolve itself while there are ten members remaining in good standing who wish to continue the organization. Upon dissolution of this organization, and after paying or adequately providing for its debts and obligations, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation selected by the Board of Directors which is organized and operated exclusively for art-oriented, charitable, educational, religious, and/or scientific purposes, and which is exempt from federal income taxes.

ARTICLE III – MEMBERSHIP

The membership shall be composed as follows:

Section I

1. Any persons residing in the Mississippi Gulf Coast counties of Jackson, Hancock, Harrison, Pearl River, Stone or George (hereinafter collectively referred to as “the Gulf Coast counties”) having an interest in the purpose of the organization.
2. Nonresidents of the Gulf Coast counties whose applications are accepted by the Board of Directors are Associate Members.

3. Membership shall renew annually upon timely payment of dues as directed by the Board of Directors.
4. Members whose conduct conflicts with the By-Laws or the spirit of the organization may be asked to resign by a majority vote of the Board of Directors. If refused, the Board may annul the membership by majority vote.

## Section II

There shall be the following classes of membership:

1. Individual
2. Couple
3. Associate (for non-residents)
4. Junior (under the age of eighteen)

## Section III

Individual, Couple, and Associate members have full privileges of the organization with one exception: only those residing or having legal residences in the Gulf Coast counties and whose dues are paid for the current year may exhibit in the shows of the organization. Those who have met the above criteria and move from the coastal counties may upon continuous timely payment of dues continue to exhibit. Persons who have never been members and who reside or have a legal residence in any of the Gulf Coast counties may join any time and exhibit in the current show.

## Section IV

Junior members who are residents of the Gulf Coast counties may attend member meetings and may exhibit in Ocean Springs Art Association sponsored youth exhibits.

# ARTICLE IV – DUES

Membership fees shall be fixed by the Board of Directors on an annual basis.

## Section I

The membership year shall be October 1 until September 30. Dues will be delinquent if not paid by October 31. After that date, a renewal reminder will be emailed via the OSAA Newsletter. Members not paid by November 15 will be removed from the membership roll and will lose all membership privileges of the organization.

Renewing members' dues must be paid by the annual show in order to exhibit. New members who join in summer months (June through September) will be considered paid until October 1 of the following year.

## Section II

The fiscal year shall begin January 1 and end December 31.

### Section III

Termination of membership for any cause shall operate as a release of all rights, title to, or interest in the assets and property of the organization.

### Section IV

Former members having resigned in good standing may be reinstated as members by reapplying and paying current dues.

### Section V

New members may be introduced at a regular meeting of the organization and presented a membership card within 30 days of joining.

## ARTICLE V – OFFICERS

### Section I

The officers of the organization shall be: President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and Parliamentarian and will comprise the Executive Committee of the board. To be eligible to serve as an officer, a member shall be an Individual member in good standing for at least one calendar year prior to the date of election.

### Section II

The officers shall serve for a period of one year or until their successors are elected and installed.

1. The President automatically becomes an Honorary Life Member.
2. All members of the Executive Committee shall receive an honorary membership for the year that they are in office.

### Section III

The duties of the officers shall be as follows:

1. President: The president or next officer in line shall preside at all meetings of the organization and enforce all rules and regulations.
2. Vice President: The Vice President shall be the program chairperson for scheduled meetings and for continuing education and experimentation as stated in Article II, Purpose #3. The Vice President shall perform the duties of the president in case of absence or resignation of that officer, and shall also discharge the duties of the chair when called upon to do so by the president.
3. Recording Secretary: The Recording Secretary shall keep an attendance record of the Board members and a record of the proceedings of all meetings of the Board and the organization all in accord with the requirements of Mississippi law. This officer is also responsible for the filing of all required

reports including without limitation those to be filed with the Mississippi Secretary of State and the United States Treasury Department.

4. Corresponding Secretary: The Corresponding Secretary shall be responsible for all correspondence of the organization and assist the Recording Secretary in keeping all records accurate and up-to-date.
5. Treasurer: The Treasurer shall keep a record of all monies accrued and a record of other matters deemed advisable by the Board of Directors. In books provided for that purpose the Treasurer shall submit such records at the following meeting when called upon to do so. The Treasurer shall keep the accounts of the organization, receive all monies and deposit them in the name of the Ocean Springs Art Association, Inc. The Treasurer shall pay all bills and committee expenditures approved by the Board, preserving all vouchers for all payments. The Treasurer shall make a general statement at each meeting of the Board and at the annual meeting of the financial condition of the organization.
6. Parliamentarian: Robert's Rules of Order shall govern the conduct of all meetings of members, the board of directors, committees and any other component body of the organization. The Parliamentarian shall assist the President in the planning and conduct of meetings and shall assist the organization in the interpretation of By-Laws.
7. The offices of Recording Secretary and Corresponding Secretary may be held at the discretion of the Board of Directors by the same person.
8. Any officer with the approval of the Board may appoint such assistant(s) to the officer as may be required for the discharge of the officer's duties. Such request for assistance shall be made to the Board in writing and shall state (a) the reason for the request and (b) the proposed duties of the assistant.

## ARTICLE VI – BOARD OF DIRECTORS

### Section I

The affairs of the organization shall be managed by the Board of Directors.

### Section II

The Board of Directors shall consist of the six (6) elected officers and the immediate past president together with at least six (6) and not more than nineteen (19) other elected directors who shall be elected at the annual meeting of members in January.

All members of the Board shall have a vote. A majority of the number of Board members shall constitute a quorum.

### Section III

Newly elected members of the Board who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the Board may serve additional two-year terms. Their terms may be staggered so that at the time of each Annual Meeting, the terms of approximately one-third (1/3) of all members may expire.

### Section IV

Whenever a vacancy occurs on the Board, it shall be filled within 90 days by a majority vote of the remaining members of the Board at a regular meeting. The person(s) so elected shall hold board membership for the unexpired term in respect of which such vacancy occurred.

### Section V

The Board shall meet as required to conduct the organization's business, but not less than once each six months. A Director missing three consecutive meetings forfeits that office and the President may appoint a member to fill the vacancy until the next annual meeting.

### Section VI

There shall be an Executive Committee of the Board of Directors consisting of the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and Parliamentarian to review matters of concern to the organization. This action would be subject to review at the next Board meeting.

### Section VII

In order to expedite the conduct of business, the President may poll either the Executive Committee or the full Board in accordance with state law and shall record the results in the minutes of the next Board meeting.

### Section VIII

The President may, with the concurrence of the Board, appoint an Advisory Board to the Board of Directors consisting of five or fewer members of the Association.

### Section IX

The President may, with the concurrence of the Board, appoint such committees and study groups as will facilitate the conduct of the affairs of the Association and promote its objectives. The names of the persons appointed and the purpose of their appointment shall be included in the next succeeding monthly newsletter.

## ARTICLE VII – MEETINGS

### Section I

The organization shall meet at least six times annually on the second Wednesday of the month. A notice of meetings shall be sent to each member prior to each meeting.

### Section II

The organization shall hold an Annual Meeting of Members on the second Wednesday in January, at which time annual reports from the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and committee chairpersons shall be presented. Following the business meeting, an installation of new officers and directors shall be conducted.

### Section III

Special meetings shall be called by the President upon application of a majority of the Board or by petition of five percent (5%) of the voting power of the corporation which shall be noticed and conducted in accord with section 79-11-199, Mississippi Code of 1972 and any other applicable provision of law.

### Section IV

Each member in good standing is entitled to one vote in person or by proxy, such proxy to be declared and delivered according to state law.

## ARTICLE VIII – ELECTIONS

### Section I

The officers and directors shall be elected at the Annual Meeting of Members in January.

### Section II

The President, at the September meeting, shall appoint five members to serve as a nominating committee. This committee shall report its recommendations in the newsletter preceding as well as at the December social meeting. Following this, nominations may be made from the floor. All nominations must include a statement that the person nominated has indicated a willingness to serve.

## ARTICLE IX – FINANCES

### Section I

All monies of the organization shall be deposited in a financial institution as soon as possible, in either a commercial or savings account as directed by the Board of Directors, and in an institution insured by either Federal Deposit Insurance

Corporation or National Credit Union Association.

## Section II

The names of the organization's Treasurer and such others as designated by the Board shall be affixed upon the bank's signature cards. Any one of these signatures shall be required for withdrawal purposes. If the Treasurer cannot perform this function, then the President, with the approval of the Board of Directors, may perform for the Treasurer. The Treasurer shall be responsible for all matters as described in Article V, Section III, #5.

## Section III

All monies not budgeted for the day-to-day conduct of the organization's business shall be transferred to the savings account.

## Section IV

The Treasurer may establish such petty cash funds as are approved by the Board for the conduct of Association business.

## ARTICLE X – ACQUISITIONS

Artwork donated to or acquired by the Association shall become the property of the organization and shall not be loaned without permission of the Board.

## ARTICLE XI – PROGRAMS

### Section I

The Board of Directors shall decide upon a program to be followed. There shall be at least one educational and one workshop program each year.

### Section II

The committee Chairperson for each event shall promulgate rules and regulations for each public exhibition of art by the membership. After approval by the Board, the Chairperson shall disseminate such rules and regulations to the membership.

## ARTICLE XII – AMENDMENTS

### Section I

Any member in good standing may propose the making, alteration, or amending of the By-Laws with the concurrence of the board. The proposed change(s) must be publicized to the entire membership in a sent notice and at least thirty (30) days prior to calling for a vote. A two-thirds majority vote of the members present at the regular meeting is required for passage.