



AMENDED AND RESTATED

BYLAWS

OF

SANFORD BRUSH AND PALETTE CLUB, INCORPORATED

A North Carolina Nonprofit Corporation

Approved by the SBPC Membership on September 25, 2018

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AMENDED AND RESTATED
BYLAWS
OF
SANFORD BRUSH AND PALETTE CLUB, INCORPORATED
(Hereinafter referred to as the "SBPC")

A North Carolina Nonprofit Corporation

ARTICLE I – PURPOSE

The SBPC is organized NOT for profit and the objects and purposes for which it is formed are described in Article III of the Articles of Incorporation of Sanford Brush & Palette Club, Incorporated (the "Charter") dated March 28, 1988.

ARTICLE II – OFFICES & REGISTERED AGENT

2.01. **Principal Office.** The principal office of the SPBC shall be located in the City of Sanford, Lee County, North Carolina. The Board of Directors (the "Board") may by resolution change the location of this office from time to time.

2.02. **Other Offices.** The SBPC may have other offices at other such places as the Board may from time to time appoint or the SBPC may require.

2.03. **Registered Office and Agent.** The SBPC shall have and continuously maintain a registered office and a registered agent in the State of North Carolina as required by the North Carolina Nonprofit Corporation Act. The registered agent shall be either an individual resident of the state or a corporation authorized to transact business in the state.

ARTICLE III – MEMBERS

3.01. **Classes.** There shall be the following classes of members:

- a. **Active Member:** Any artist interested in promoting an appreciation for and awareness of the visual arts in our community. Prospective members must be 18 years or older and meet at least one of the following criteria at the time of admission:
 - 1. maintains a physical address in the Lee County area;
 - 2. performs work or attends a post-secondary school or college in Lee County; or
 - 3. takes public or private art classes with an SBPC member.

Active Members are also required to attend SBPC meetings regularly; and serve the SBPC as an officer, board or committee member.

Active Members shall have the privilege of exhibiting works of art under the sponsorship of the SBPC; of participating in all SBPC activities conducted in accordance with these bylaws;

and of enjoying all the rights and privileges accruing to membership -- provided the member is fully and timely current with respect to dues, commissions, fees or charges owed.

- b. Art Teacher Member: Any person who actively teaches visual arts in the Lee County School System may apply for membership. The art teacher need not reside in Lee County but must be in position for some part of the SBPC fiscal year to qualify as an Art Teacher Member. The Art Teacher Member shall hold to all the requirements, rights and privileges of an Active Member.
- c. Sustaining Member: Any person, organization or business organization who wishes to actively support the arts in the community by purchase of a sustaining membership in the amount so prescribed. A sustaining member is not entitled to any privileges or benefits associated with other classes of membership nor to any voting rights.
- d. Life Member: In recognition for long service and contributions to the SBPC, the Board may present to the membership for its vote the granting of a life membership to be conferred upon that member with waiver of the life membership dues.
- e. Honorary Member: An honorary member shall be any person who has made a contribution to the SBPC deemed by the Board and voted by the membership to be worthy of special commendation and public acclaim as exemplified by election to an honorary standing in the SBPC for life. An honorary member is not entitled to any privileges or benefits associated with other classes of membership nor to any voting rights.

3.02. Admission. The name and other relevant data of the prospective member, along with the appropriate dues (as applicable), shall be presented to either the Treasurer or the Membership Chair for review and acceptance.

3.03. Termination of Membership. The membership of any member shall terminate on the occurrence of any of the following events:

- a. The date a member resigns by sending a written resignation to the Secretary.
- b. The last day of a grace period following the failure of the member to pay annual dues.
- c. The date a member dies.
- d. The date a determination is made that the member has failed to adhere to the purposes of the SBPC or to the provisions of these Bylaws to a material and serious degree.
- e. The last day of the fiscal year following the date a member no longer meets the eligibility criteria described in Section 3.01.

3.04. Reinstatement. Any lapsed membership, by way of resignation or nonpayment of dues, may be reinstated as defined in Section 3.02 above.

3.05. Continuing Membership. Should a Member no longer meet the eligibility criteria described in Section 3.01, an Active Membership may be continued - provided annual dues are paid on a continuous and timely basis. Alternatively, the member may choose to support the SBPC as a Sustaining Member.

3.06 Dues. The annual membership dues shall be determined by the Board and approved by the membership at a general meeting. Dues are not refundable or pro-rated.

- a. Membership is annual from January 1st through December 31st.
- b. Membership dues are payable by December 1st for the incoming year. However, all members must pay dues no later than January 31st of the new fiscal year to remain current and be qualified to exhibit in the annual art show.
- b. The Treasurer shall notify members 30 days in arrears, and those, whose dues are not paid by the end of the grace period, January 31st of the new fiscal year, shall be automatically dropped from membership in the SBPC.
- c. First-time members who join the SBPC:
 1. Before September 1st in a given fiscal year shall be eligible to participate in all SBPC functions including the annual art show.
 2. On or after September 1st shall be eligible to participate in all SBPC functions with the exception of the annual art show. However, they shall be considered members for the following fiscal year.
- d. Former members, who renew their membership after the end of the grace period (January 31st), shall be eligible to participate in all SBPC functions with the exception of the annual art show.
- e. The President may further extend the grace period for payment of member dues on a facts and circumstances basis subject to approval of the Board.

3.07. Voting Rights. Only members in good standing shall have the right to vote at the annual and general membership meetings on those items specified in Article VII, Section 7.08. Good standing is defined as having paid the annual membership dues as well as any commissions, fees or charges owed.

ARTICLE IV – BOARD OF DIRECTORS

4.01. Members of the Board of Directors. There shall be a Board of Directors which shall consist of the Officers (President, Vice President, Secretary and Treasurer), the President Emeritus, the Art Show Committee Chair and other At-Large Directors as elected by the members.

4.02. Duties of the Board. The Board shall supervise and control the business, property and affairs of the SBPC, except as otherwise expressly provided by law, the Articles of Incorporation of the SBPC, or these Bylaws. A Board member shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board on which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the SBPC, and with such judgment as an ordinarily prudent person in a like position would use under similar circumstances.

4.03. Duties of the President Emeritus. The President Emeritus serves in an advisory role to the president and provides guidance and expertise as a knowledgeable member of the Board. He/she advises on past practices and operations in accordance with the Bylaws. On request, he/she assists Officers in performing their duties.

4.04. Number and Term of Office. Effective January 1, 2018, the Board shall consist of not less than eleven (11) and not more than twelve (12) members plus the President Emeritus. There will be a transition period where existing Board Members will be completing their respective terms.

The number of directors may be decreased but no decrease shall have the effect of shortening the term of any incumbent director. Each At-Large Director shall hold office for a term of two (2) years or until their respective successors have been duly elected. Fulfilling an incomplete term is not considered part of the term limit. The President Emeritus shall hold office for a term of one (1) year following his/her term as President.

4.05. Nomination and Election. The members of the Board of Directors shall be elected by voting members at the annual meeting of the general membership.

- a. The Nominating Committee Chair presents the names of the nominees on the date of the election. Nominations may be made from the floor following the report of the Nominating Committee. No person shall be nominated unless he or she has consented to serve if elected.
- b. Election shall be by Acclamation (voice vote) or other method deemed advisable by the President.
- c. A majority of votes cast by the members who are voting at a meeting where a quorum is present shall be required to elect. Newly-elected members of the Board shall assume duties at the beginning of the fiscal year.

4.06. Resignation. A director may resign at any time by giving written notice to the SBPC President. The resignation shall take effect on the date the written notice is received, unless the notice specifies a later date.

4.07. Removal. An At-Large Director may be removed from office, with or without cause, by a majority vote of the voting members at any regular or special meeting of the members called expressly for that purpose.

4.08. Vacancies. Vacancies shall be filled by a majority vote of the remaining members of the Board for the unexpired term. In the event of a tie vote, the President shall choose the succeeding director.

4.09. Compensation. Members of the Board shall serve without compensation; however, a Board member may be reimbursed for expenses incurred in the performance of his or her duties. In addition, directors serving the SBPC in any other capacity, such as staff, may receive compensation for services rendered.

4.10. Director Liability. Members of the Board shall not be personally liable for debts or obligations of the SBPC.

ARTICLE V – OFFICERS

5.01. Officers. The Officers of the SBPC shall consist of a President, a Vice President, a Secretary and a Treasurer. Each Officer shall be a member of the Board of Directors. Any two (2) offices may be held by the same person, except the office of President. No officer may act in more than one capacity where action of two or more officers is required. These officers shall perform the duties prescribed by these Bylaws and the parliamentary authority adopted by the SBPC.

5.02. **Election of Officers.** The Officers shall be elected by the membership at the annual membership meeting in a manner consistent with Section 4.05 of Article IV.

5.03. **Term of Office.** The term of office for all Officers shall be two (2) years or until their respective successors have been duly elected. No Officer shall be eligible for more than two (2) consecutive terms in the same office, except the Secretary and the Treasurer, who may serve an indefinite term of office.

Effective January 1, 2018, Officers shall serve staggered terms to balance continuity with new perspective. There will be a transition period where Officers will transition to a staggered term.

5.04. **Resignation.** An Officer may resign at any time by giving written notice to the SBPC President. The resignation shall take effect on the date the written notice is received, unless the notice specifies a later date.

5.05. **Removal.** An Officer may be removed from office, with or without cause, by a majority vote of the voting members at any regular or special meeting of the members called expressly for that purpose.

5.06. **Vacancies.** A vacancy in any office shall be filled by the Board for the unexpired term.

5.07. **President.** The President shall give active direction and manage the operations of the SBPC. The President shall act as Chair and preside at meetings of the Board and the general membership. The President shall sign all bonds, contracts or other instruments which the Board has authorized to be executed. In general, the President shall perform all duties applicable to the office of President as prescribed by the parliamentary authority adopted by the SBPC and such other duties as may be assigned by the Board or the Executive Committee.

5.08. **Vice President.** The Vice President shall perform such duties and exercise such powers as may be assigned to him or her by the Board, the Executive Committee or the President. In the absence of the President, or in the case of the President's inability to act (because of death, resignation, removal, disqualification, or otherwise), the Vice President may be appointed to perform the duties and exercise the powers of the President, subject to the control of the Board and the Executive Committee.

5.09. **Secretary.** The Secretary shall be the custodian of and shall maintain SBPC books, records and the minutes of the meetings of the Board and the general membership; and shall ensure that all notices are duly given in accordance with these Bylaws or as required by law. The Secretary shall also be the custodian of the seal of the SBPC. In general, the Secretary shall perform all duties applicable to the office of Secretary as prescribed by the parliamentary authority adopted by the SBPC and such other duties as may be assigned by the Board, the Executive Committee or the President.

5.10. **Treasurer.** The Treasurer shall have custody of, and be responsible for, all funds and securities belonging to the SBPC; shall receive, deposit or disburse the same under the direction of the Board; shall prepare or cause to be prepared, a report to the Board at each regular meeting on the status of the SBPC's finances and a true statement of the SBPC's assets and liabilities at the close of the fiscal year; and shall prepare, or cause to be prepared, a budget for presentation with specific explanation to the Board and membership. In general, the Treasurer shall perform all duties incident to the office of Treasurer as prescribed by the parliamentary authority adopted by the SBPC and such other duties as may be assigned by the Board, the Executive Committee or the President.

5.11. **Bonding.** If requested by the Board, any person entrusted with the handling of funds or valuable property of the SBPC shall furnish, at the expense of the SBPC, a fidelity bond, approved by the Board.

ARTICLE VI – COMMITTEES

6.01. **Creation of Committees.** The Board may designate an Executive Committee, one or more Board committees and standing committees as shall be necessary to manage the purposes of the SBPC. Each Board Committee shall have at least two (2) directors. The Board shall establish and define the purpose and powers of all committees.

6.02. **Authority of Committees.** Any such committee, to the extent provided by the Board, shall have all the authority of the Board to exercise management of the SBPC except that no committee, regardless of any resolution by the Board to the contrary, may:

- a. Authorize distributions;
- b. Recommend or approve dissolution, merger or sale, pledge or transfer of all of or substantially all of the SBPC's assets;
- c. Elect, appoint or remove directors, or fill vacancies on the Board or on any of its committees; or
- d. Adopt, amend, or repeal the articles of incorporation or bylaws.

6.03. **Executive Committee.** The Executive Committee shall consist of the Officers. The Board may appoint additional directors to serve on the Executive Committee. The Executive Committee shall be chaired by the President and shall meet to consider matters of a nature which cannot wait for action until the next meeting of the Board. The Executive Committee is empowered to make all such decisions and take such actions as are deemed necessary for the operation of the SBPC except as limited by state or federal law and Section 6.02 of these Bylaws. Notice of formal action taken by the Executive Committee shall be provided to all Board members at the next meeting of the Board.

6.04. **Standing Committees.** The general duties and responsibilities of the standing committees are delineated in the Standing Rules. The President shall appoint the chairs of the standing committees. All committee members shall be appointed by the committee chair.

6.05. **Ad Hoc Support Committees.** The Board, from time to time, may appoint ad-hoc committees to research and/or advise it on compliance or technical issues or matters, among other things. Such ad-hoc committees may be formed on an as-needed basis and may consist of persons who are not members of the Board.

ARTICLE VII – MEETINGS

7.01. **Regular Meetings.** The Board shall hold at least six (6) regular meetings per calendar year. Meetings shall be at such dates, times and places as the Board shall determine. There shall be six (6) regular meetings of the members on the fourth (4th) Tuesday of the months of January, March, May, August, September and November unless otherwise ordered by the Board or the Executive Committee.

7.02. **Annual Meeting.** The regular meeting on the fourth (4th) Tuesday of November shall be known as the annual meeting. If the annual meeting shall not be held on the day designated by these Bylaws, another meeting date may be designated and treated for all purposes as the annual meeting.

7.03. Special Meetings of the Board. Special meetings of the Board may be called by the Chair of the Board or by at least twenty percent (20%) of the voting directors then in office to be held at such time, day and place as shall be designated in the notice of the meeting. No business other than that for which the special meeting is called may be conducted.

7.04. Special Meetings of the Members. Special meetings of the Board may be called by the President or by request of at least ten percent (10%) of the voting members. Members shall describe the purpose of the special meeting in writing, sign, date and deliver the request to the Secretary thirty (30) days in advance of the desired meeting date. No business other than that for which the special meeting is called may be conducted.

7.05. Notice. Notice of the time, day and place of any meeting of the Board or the membership shall be given at least ten (10) days prior to the meeting. The purpose for which a special meeting is called shall be stated in the notice. Notice may be given in person; by electronic means; or by first class mail. If these forms are impractical as to one of more persons, notice may be given verbally by telephone or by some form of public broadcast communication in Lee County.

7.06. Board Quorum. A majority of the members of the Board shall be required for the transaction of its business. Transaction of business by email or other electronic means shall be at the discretion of the President, with the number of responses received determining whether the quorum requirement has been met.

7.07. Member Quorum. Each voting member in good standing shall have one vote at any meeting of the members. A quorum shall consist of twenty-five percent (25%) of the total voting members present.

7.08. Voting. Voting on all matters is expressly reserved for the Board, except that voting members shall have the right to vote on the following matters:

- a. Election of the Board of Directors and/or Officers;
- b. Approval of the annual budget proposed by the Board;
- c. Approval of any amendments to the Bylaws or the Standing Rules that may be proposed by the Board; and
- d. Such other issues as the Board may choose to bring before the members.

Each voting member or director in good standing shall have one vote and a quorum must be present for all votes. Votes must be cast in-person. A simple majority shall be sufficient to affirm or deny a motion except in amending the bylaws.

ARTICLE VIII – FINANCIAL ADMINISTRATION

8.01. Fiscal Year. The fiscal year of the SBPC shall be the calendar year.

8.02. Contracts. The Board may authorize any officer or agent of the SBPC to enter into any contract or execute and deliver any instrument on the name of and on behalf of the SBPC. Authorization may be general or confined to specific instances.

8.03. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, bills, receipts, obligations or certificates shall be signed by an authorized officer or agent of the SBPC and in such manner as shall from time to time be determined by resolution of the Board or the Executive Committee. In the absence of a determination, such instruments will be signed by the President or the Treasurer.

8.04. Deposits and Accounts. All funds of the SBPC shall be deposited from time to time to the credit of the SBPC in such banks, trust companies or other depositories as the Board or the Executive Committee may select.

8.05. Budgeted Expenses. Officers and committees may make expenditures up to their budgetary limit without prior approval by the Board. The Board shall be empowered to alter the budget to deal with contingencies that may develop.

8.06. Non-Budgeted Expenses. Non-budgeted expenditures in excess of \$200 but not exceeding \$2,000 shall be submitted to the Board for pre-approval. Non-budgeted expenses over \$2,000 shall be submitted to the membership for pre-approval.

ARTICLE IX – GENERAL PROVISIONS

9.01. Books and Records. The SBPC shall keep correct and appropriate books and records of account; minutes in written form of all proceedings of its members, its Board and of committees of the Board; and a record of the names and addresses of the directors. All such records shall be kept by the Secretary at the SBPC's principal office. All books and records of the SBPC may be inspected by any director for any proper purpose at any reasonable time.

9.02. Seal. The corporate seal shall consist of two (2) concentric circles and shall have inscribed the SBPC name and the word "Seal" as impressed on the margin.

9.03. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the SBPC's actions in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any rules of order the SBPC may adopt.

9.04. Privacy. The privacy of all SBPC members and patrons shall be maintained at all times; it may not be used for any purpose that is not in keeping with the purposes of the SBPC.

ARTICLE X – INDEMNIFICATION

Unless otherwise prohibited by law, the SBPC may indemnify any director or officer or former director or officer, and may by resolution of the Board, indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged guilty of a criminal offense or liable to the SBPC for damages arising out of his or her own gross negligence in the performance of a duty to the SBPC.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines and penalties against, and amounts paid in settlement by, such director, officer or employee. However, such director, officer or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board may also authorize the purchase of insurance on behalf of any director, officer, employee or other agent, whether or not the SBPC would have the power to indemnify the person against that liability under law.

ARTICLE XI – AMENDMENTS

These Bylaws and the Articles of Incorporation may be amended, or new Bylaws adopted upon the affirmative vote of two-thirds of the voting members at any regular or special meeting of the members in which a quorum is present. The notice of the meeting shall set forth a summary of the proposed amendments.

ARTICLE XII – ADOPTION

Adopted by the membership to supersede and revoke all prior Bylaws at the regular meeting of the membership on September 25, 2018.