

BY-LAWS OF ART INSTITUTE OF MISSOURI

ARTICLE I: GENERAL

SECTION 1. The Organization's registered name is Art Institute of Missouri. It shall be referred to as Southwest Missouri Visual Arts Collective; registered as a DBA with the Missouri Secretary of State's Office, and shall maintain the names of the merging organizations, "Studio 55 Arts Guild" and "Visual Artist Alliance of Springfield." This organization shall hereafter be referred as "Organization."

SECTION 2. The principal office of the Organization in the State of Missouri shall be located in Greene County, Missouri, at such location as is shown in the filing for the Organization with the Missouri Secretary of State's Office, and as it may be changed from time to time by a duly enacted amendment and subsequently registered with the Missouri Secretary of State's Office.

SECTION 3. The Organization shall be non-profit, under the statutes governing 501(c)(3), and shall conform to the requirements of law, including Missouri statutes. Any funds collected from dues, workshops, entry fees or other revenues shall not be used for profit or gain of any officer, board member, or individual general member. Funds held by the Organization shall be used to cover expenses of the Organization, in providing workshops or programs for members, and for such purposes as from time to time may be designated by the Board of Directors. No commissions shall be charged for the sale or exhibition of any artworks, but nothing herein shall be construed to limit or prohibit donations to the Organization.

ARTICLE II MEMBERSHIP AND DUES

SECTION 1. Eligibility for Membership. The Organization shall have the following categories of membership: Honorary, General, and Student. Membership is open to any person over 16 years of age who has an interest in the visual arts. Members shall retain their status as members of the Organization so long as they continue to meet the requirements for membership and pay all dues or special assessments as imposed by the Organization on members. Membership, however, does not guarantee the display of an artist's work.

SECTION 2. Application for Membership. Any person interested in becoming a member of the Organization shall submit a written and signed application or electronic application, on a form approved by the Board of Directors. Upon receipt of an applicant's application and payment of the required dues, he or she shall become a member of the Organization.

SECTION 3. Dues. Each member will be assessed annual dues on January 1 of each year. All applicants who become members after January 1 shall pay the full annual dues assessment. Any applicant who becomes a member after October 1 shall be considered paid and in good standing throughout the following year. The amount of dues shall be established by the board from time to time, as the needs of the Organization are required to fulfill their purposes.

SECTION 4. Assessments. Special assessments owed by members, in addition to the annual dues, may be assessed against all members by the Board of Directors with the approval of a majority vote of a quorum of the general membership.

SECTION 5. Delinquency and Suspension. Whenever a member shall be in arrears for payment of dues or assessments for a period of more than sixty (60) days, he or she shall be delinquent and shall lose his or her right to vote or participate in other benefits of the Organization. The Board of Directors may vote to suspend a member for due cause. The Membership Coordinator shall notify all such delinquent members and if such delinquent dues or assessments are not paid in full within thirty (30) days of said notice, then such delinquent members shall be automatically suspended. No suspended member shall be entitled to participate in the affairs or activities of the Organization. Upon certification by the Membership Coordinator to the Board of Directors that a delinquent or suspended member has cured his or her delinquency by paying all delinquent dues and assessments, he or she shall be automatically reinstated to membership in the Organization on the date of such certification. Upon reinstatement, a delinquent or suspended member shall thereafter be entitled to all the rights and privileges of the Organization membership, except that a reinstated member who was suspended shall not be entitled to regain forfeited directorship or office unless re-appointed or re-elected in accordance with the applicable provisions of these By-Laws. The Board of Directors may vote to suspend a member for due cause. Due cause shall be defined as failure to pay dues, malfeasance, or other acts inconsistent with the purposes of the Organization.

ARTICLE III MEETINGS OF MEMBERS

SECTION 1. Annual Meeting. The annual meeting of the members of the Organization shall be held in November, or at such other time as so designated by the Board of Directors, for the purpose of electing directors to succeed those whose terms shall have expired as of the date of such annual meeting and for the transaction of such other organization business as may come before the meeting.

SECTION 2. Notice of Regular Meetings will be provided via newsletter, website, email, or any other electronic option widely available at the time of the meetings.

Special meetings of the members may be called at any time for any purpose or purposes by the President, the Vice President, or by a majority of the Board of Directors.

SECTION 3. Place of Holding Meetings. All meetings of members shall be held at the principal office of the Organization elsewhere in Greene County, Missouri, as designated by the Board of directors.

SECTION 4. Notice of Meetings. Except as otherwise provided regarding regular meetings, notice of each meeting of the members shall be provided via newsletter, website, email, or any electronic option widely available at the time of meetings.

SECTION 5. Quorum. The presence in person of twenty percent (20 %) of the members of the Organization shall constitute a quorum at all meetings of the members except as otherwise provided by law, and by these By-Laws.

SECTION 6. Conduct of Meetings. Meetings of Members shall be presided over by the President of the Organization or, if he or she is not present, by the Vice President, or other Officer of the Board selected by the President or Vice President.

The Secretary of the Organization shall act as Secretary at such meetings; in the absence of the Secretary, the Assistant Secretary shall serve in this position. In the absence of both the Secretary and Assistant Secretary the presiding officer may appoint a person to act as Secretary of the meeting.

SECTION 7. Voting. At all meetings of the members in attendance, every member entitled to vote shall have one (1) vote. All elections shall be held, and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these By-Laws.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. The property and business of the Organization shall be managed by the Board of Directors of the Organization. The Board of Directors shall include the following officers: President, Vice President, Secretary, and Treasurer and at least three (3) at large members.

SECTION 2. Number and Term of Office. The number of directors shall be no more than nine (9), but not fewer than three (3), as may be designated from time to time by resolution of two-thirds (2/3) of the entire Board of Directors. Directors must be members of the Organization. The directors may serve for a period of up to three (3) years, subject to renewal.

SECTION 3. Nominations and Election of Directors. At each annual meeting of members, the members shall elect officers and directors to replace those officers and directors whose term of office will expire. The nominee who receives the majority of votes cast will be elected to a three (3) year term.

SECTION 4. Filling of Vacancies. In case of any vacancy in the Board of Directors through death, resignation, disqualification, removal, or other cause, the remaining directors, by affirmative vote of the majority thereof, may appoint a successor to hold office for the unexpired portion of the term.

Similarly, and in the event of the number of directors being increased as provided in these By-Laws, the additional director so provided for shall be elected by a majority of the entire Board of Directors already in office and shall hold office until the next annual meeting of members. Any director may be removed from office with or without cause by affirmative vote of majority of a quorum at any regular or special meeting.

SECTION 5. Place of Meeting. The Board of Directors may hold their meetings and have one or more offices and keep the books of the Organization within the State of Missouri at such place or places as they may from time to time to determine by resolution of the Board of Directors.

SECTION 6. Regular and Annual Meetings. The annual meeting of the Board of Directors shall be held with notice, with such time and place to be determined by the Board of Directors. The regular meeting shall normally be held on the second Wednesday of each month.

SECTION 7. Special Meetings. Any member of the Board of Directors may request to the President of the Board to call a special meeting and upon approval of three (3) members of the Board, a special meeting shall be called.

SECTION 8. Quorum. Two-thirds (2/3) of the whole number of directors then serving shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. If at any meeting with less than a quorum shall be present, the majority of those present may adjourn the meeting, and determine a new date and time for the meeting to be reconvened.

SECTION 9. Meetings of the Board Directors. If all the directors entitled to vote shall meet at any place, either within or without the State, and consent to the holding of the meeting, such meeting shall be valid without call or notice and at such meeting any corporate action may be taken.

SECTION 10. Action Without Meeting by Written Consent. Any action required to be taken at a meeting of the directors or any action which may be taken at a meeting of the directors may be taken without a meeting with respect to the subject matter thereof. Such consents shall have the same strength and effect as the unanimous vote of the directors at a meeting duly held. The Secretary shall file such consents with the minutes of the meetings of the directors.

SECTION 11. Required Vote. An affirmative vote of a majority of the board members shall be necessary to approve any motion or resolution that may be made before the Board of Directors.

SECTION 12. Compensation of Directors. Directors shall not receive any salary for their services. Each director shall be entitled to receive from the Organization reimbursement of any expenses incurred by him or her, in connection with their duties. Such reimbursements will be approved by the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the Organization in any other professional capacity and receiving compensation, therefore.

SECTION 13. Committees. The Board of Directors may, by resolution passed by a majority of the Board, designate standing and special committees to serve at the discretion of the board. The standing committees shall be Communication, Membership, and Exhibitions. The special committees shall be as determined from time to time by the Board of Directors but not limited to: Programs/Workshops, Nominating, and Meeting Facilitation.

ARTICLE V OFFICERS

SECTION 1. Election and Tenure. The officers of the Organization shall be a President, a Vice President, a Secretary, and a Treasurer and one (1) or more assistants to the foregoing officers as the Board of Directors from time to time may consider necessary for the proper conduct of the business of the Organization. Any two (2) or more of the above offices, except those of President and Secretary, may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one (1) capacity if such instrument is required by law or by these By-Laws to be executed, acknowledged, or verified by any two (2) or more officers. All officers and agents of the Organization shall be subject to removal at any time by the affirmative vote of a majority of the Board of Directors and all officers, agents, and employees shall hold office at the discretion of the Board of Directors or the officers appointing them.

SECTION 2. President. The president shall be the chief executive officer and director of the Organization and shall have general charge and control of all its business affairs and properties. He or she shall preside at all meetings of the members. The President may sign and execute all authorized bonds, contracts, or other obligations in the name of the Organization. He or she may have the general powers and duties of supervision and management usually vested in the office of the president of the Organization. The President shall be ex-officio, a member of all the standing committees. He or she shall do and perform such other duties as may, from time to time, be assigned to him or her by the Board of Directors.

SECTION 3. Vice President. Any Vice President (unless) otherwise provided by resolution of the Board of Directors, may sign and execute all authorized bonds, contracts, or other obligations in the name of the Organization. Each Vice President shall have such powers and shall perform such other duties as may be assigned to him or her by the Board of Directors or by the President. In case of absence or disability of the President, the duties of that office shall be performed by any Vice president and the taking of any action by any such Vice President in place of the President shall be conclusive evidence of the absence or disability of the President.

SECTION 4. Secretary. The Secretary shall give notice of all meetings of the Board of Directors and all other notices required by law or by these By-Laws and in case of his or her absence or refusal or neglect to do so, any such notice may be given by any person directed by the President, or by the directors or members upon whose written request the meeting is called as provided in these By-Laws. The Secretary shall record all the proceedings of the meetings of the members and the Board of Directors in books provided for that purpose and he or she shall perform such other duties that may be assigned to him or her by the Board of directors or the President. He or she shall affix the seal to any instrument requiring it.

SECTION 5. Treasurer. The Treasurer shall have custody of all the funds and securities of the Organization, and he or she shall keep full and accurate account of receipts and disbursements in books belonging to the Organization. He or she shall deposit all moneys and other valuables in the name and to the credit of the Organization in such depository or depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Organization as may be ordered by the Board of Directors, taking proper vouchers for such disbursement. He or she shall render to the President and the Board of Directors, whenever either of them so requests, or at least quarterly, an account of all his or her transactions as Treasurer of the

Organization. The Treasurer shall be responsible for taking care of the financial, tax, and other relevant financial matters of the Organization. The Treasurer shall give the Organization a bond, if required by the Board of Directors, in such sum with one or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of his or her office, and for the restoration to the Organization and in case of his or her death, resignation, retirement, or removal from office, of all books, papers, vouchers, moneys, and other properties of whatever kind in his or her possession under his or her control belonging to the Organization.

SECTION 6. Assistant Secretary. The Board of Directors may appoint one (1) or more Assistant Secretaries. Each Assistant Secretary shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Secretary in the absence or disability of the Secretary and shall have such other powers and shall perform such other duties as may be assigned to him or her by the Board of Directors or the President. In case of the absence or disability of the Secretary, the duties of the office shall be performed by any such Assistant Secretary and the taking of any action by any such Assistant Secretary in place of the Secretary shall be conclusive evidence of the unavailability of the Secretary.

SECTION 7. Assistant Treasurer. The Board of Directors may appoint an Assistant Treasurer or more than one (1) Assistant Treasurer. Each Assistant Treasurer shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Treasurer in the absence or disability of the Treasurer and shall have such other powers and shall perform such other duties as may be assigned to him or her by the Board of Directors or the President. In case of the absence or disability of the Treasurer, the duties of the office shall be performed by any Assistant Treasurer and the taking of any action by any such Assistant Treasurer in place of the Treasurer shall be conclusive evidence of the absence or disability of the Treasurer.

ARTICLE VI BANK ACCOUNTS AND LOANS

SECTION 1. Bank Accounts. Such officers and agents of the Organization as from time to time shall be designated by the Board of Directors, shall have authority to deposit and withdraw any funds of the Organization in such banks or trust companies as shall from time to time shall be designated by the Board of Directors. There shall from time to time be certified to the banks or trust companies in which funds for the Organization are deposited, the signature of the officers or agents of the Organization so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts, and other instruments or orders for the payment of money shall be signed, as herein above provided in this Section, all of such checks, drafts, and other instruments or orders for the payment of money shall be signed by the President or a Vice President and countersigned by the Secretary or Treasurer or an Assistant secretary or Assistant Treasurer of the Organization.

SECTION 2. Loans. Such officers or agents of this Organization as from time to time shall be designated by the Board of Directors shall have authority to affect loans, advances or other forms of credit at any time or times for the Organization, upon approval and request of the Board of Directors.

ARTICLE VII MISCELLANEOUS PROVISIONS

SECTION 1. Fiscal Year. The fiscal year of the Organization shall begin January 1 and end on the last day of December. The Board of Directors may, by affirmative vote, change the fiscal year if such change is in the best interest of the Organization.

SECTION 2. Notices. Whenever, under the provisions of these By-Laws, notice is required to be given to any director, officer, or member it shall not be construed to mean personal notice, but such notice shall be given by email, or other electronic means.

SECTION 3. Policies and Procedures. The Board of Directors shall establish policies and procedures as needed for the implementation of these By-Laws. These By-Laws shall be approved by the Board of Directors and adopted and approved by an official vote of a majority of a quorum of the members of the Organization.

ARTICLE VII AMENDMENTS

SECTION 1. Amendments of By-Laws. The Board shall have the power and authority to recommend, alter, add to, or repeal the By-Laws and submit for approval by a majority of a quorum of members present at a regular meeting.

ARTICLE IX INDEMNIFICATION

SECTION 1. Definitions. As used in this Article IX any word or words that are defined in Section 351.355 of the General Business corporations Act of Missouri, as amended from time to time (the "Indemnification Section"), shall have the same meaning as provided in the Indemnification Section.

SECTION 2. Indemnification of Directors, Officers, Employees, and Agents. The Organization may indemnify and advance expenses to a director, officer, employee, or agent of the Organization in connection with any proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

ARTICLE X DISSOLUTION

ARTICLE 1. Dissolution. The Art Institute of Missouri shall be deemed no longer able to function, if (a) it is unable to elect a slate of Officers, (b) it is unable to hold general meetings, (c) it is unable to provide programs in which members participate, and (d) the remaining previous Officer(s) feel that it is no longer possible to carry on. The Art Institute of Missouri may be dissolved by a majority vote of the dues-paying members. If the vote to dissolve passes, all liabilities of the Art Institute of Missouri shall be paid. Dues-paying members will vote to either donate the remaining/residual funds to the Springfield Regional Arts Council or to another non-profit organization. In accordance with the law, no member of this organization shall be allowed to benefit from those funds. Upon the dissolution of the Art Institute of Missouri, any remaining tangible assets will be distributed according to a majority vote of the membership.

ATTESTATION

These By-Laws have been duly enacted by the Board of Directors on _____ day of _____, 2026; and adopted by affirmative vote of the membership of the Organization on the _____ day of _____, 2026.

President
Janelle Patterson

Attested:

Secretary
Andi Snethern