

BY-LAWS OF ART MAUI

Adopted:
Revised: 1988
Amended: February 13, 1990
Amended: March 21, 1991
Amended: April 19, 1994
Amended: September 13, 1994
Amended: November 11, 1997
Amended: May 8, 2007
Amended: September 8, 2009

BY-LAWS OF ART MAUI

ARTICLE I: PURPOSES

SECTION 1. The purpose of this organization shall be to promote, encourage and recognize excellent in the visual tactile arts in the County of Maui by the following means:

- A. Education: through the media, schools, tours, symposia, films, demonstrations, etc.
- B. Exhibition: an annual juried exhibition that may be entered by any adult resident of the County of Maui. This is interpreted to mean one who attains the age of eighteen years during the year of the exhibition, who resides at least one third of the year within the County of Maui, the residency requirement supported by a current Hawaii driver's license with Maui County address, Maui Country voter registration or property ownership, among others. The standards of said exhibition must be maintained at the highest possible level through careful consideration of the following:
 - 1. Location: must be accessible to all residents of Maui
 - 2. Jurying: the merit and prestige of Art Maui demand an unwavering effort to maintain and insure its genuine objectivity and standards of excellence. The jurying process is a critical demonstration of this effort. Refer to Article VII, Section 4 for specifics.
 - 3. Installation: to maintain the highest possible standards in lighting, wall appearance for two-dimensional works, and proper stands or platforms for three-dimensional works.
 - 4. Presentation: the presentation of each individual artwork must be appropriate and well executed by each entering artist.
 - 5. Traveling Exhibitions: all above standards must be maintained in any Art Maui exhibit traveling outside Maui County.
 - 6. Order of Preference for the Acquisition of Art. The Hawaii State Foundation on Culture and the Arts [HSFCA] shall have first preference to purchase art from the Art Maui Annual. All Pledgers shall have second preference to purchase art from the Exhibit. The General Public shall have third preference to purchase art from the Exhibit.

ARTICLE II: ADDRESS

SECTION 1: The mailing address for the transaction of business of the corporation is P.O. Box 1054, Puunene, Hawaii, 96784. The Board of Directors is hereby granted full power and authority to hold meetings in such public buildings as may be convenient and available to it within the County of Maui.

ARTICLE III: MEMBERSHIP

SECTION 1: Annual membership of the corporation shall be open to any resident of the State of Hawaii and shall be composed of the following categories of membership:

Submitting artist
Board member
Sponsor

The membership fee for each category will be determined by the Board of Directors.

- SECTION 2: MEEETINGS: General membership meetings may be called at any time by the Board of Directors as the need may arise; otherwise, there shall be an annual meeting each year within three months of the ending of the Art Maui exhibit for the purpose of electing new members of the Board of Directors and Officers of the Corporation. The Board of Directors will present nominations received from the Nominating Committee for Directors and Officers at that meeting and then open nominations from the floor.
- SECTION 3: NOTICE OF MEETINGS: Notice of the time and place of the general membership meeting shall be given at least seven (7) days prior to the day of the meeting by email notice or, if no email, then by written notice addressed to each member at his or her address and by publication of one (1) time in the Maui News.
- SECTION 4: QUORUM: at any special or annual meeting of the general membership, five (5%) percent of paid members shall constitute a quorum for the transaction of business.
- SECTION 5: VOTING: at any special or annual meeting of the general membership, each member whose dues have been paid to date shall have the right to vote in person or by written proxy.

ARTICLE IV: BOARD OF DIRECTORS

- SECTION 1: NUMBER: Until otherwise provided by these By-Laws, the Board of Directors shall consist of not less than ten and not more than twenty-five members, all annual members in good standing.
- Section 2: COMPOSITION OF THE BOARD: Art Maui seeks representation from as many established art groups as possible on Maui, as well as independent artists and representatives of the business community.
- SECTION 3: ELECTION: at each annual meeting, one quarter to one third of the Board of Directors shall be replaced or re-elected by a two-thirds affirmative vote of the membership present at the annual meeting and qualified to vote.
- SECTION 4: VACANCIES AND RESIGNATIONS OF DIRECTORS: IN case of any permanent vacancies shall occur on the Board of Directors through death, resignation, disqualification, removal, increase in the number of authorized Directors, or any other cause, the vacancy shall be filled by ballot of the Board of Directors. The person elected to the Board of Directors to fill a vacancy shall hold office only until the expiration of the Director whose term is being filled. In the case of a temporary vacancy due to the absence of any Director from the State of Hawaii or the sickness or disability of any Director, the remaining Directors, whether constituting a majority or minority of the Board of Directors, may appoint some person as a substitute Director, who shall be a Director only during such absence or disability.
- SECTION 5: REMOVAL: Any Board member absent and unexcused for three meetings per year will be removed from the Board of Directors. Any person holding office as a Director may be removed there from for any reason by service upon him of a written instrument of removal, signed and acknowledged by all the other Directors, and a copy thereof shall be filed with the Secretary.

SECTION 6: CHAIRMAN OF ART MAUI: The person or persons selected to chair Art Maui shall be members of the Board of Directors. If he or she is not already a member of the Board of Directors when selected to chair Art Maui, membership to the Board will be automatic for one term.

SECTION 7: TERM: The term of each Director shall be for three years and shall be limited to two terms. Nothing in these By-Laws prohibits a former Board member from being re-elected after an absence from the Board for one year.

ARTICLE V: MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1: PLACE OF MEETINGS: All regular meetings of the Board of Directors and any other meetings of the Board shall be held in any public building as may be convenient and available within the County of Maui, or any other place which may be designated by the President and by consent of all the Board members entitled to vote thereat.

SECTION 2: REGULAR MEETINGS: Regular meetings of the Board of Directors shall be held in such a manner as may be determined by resolution of the Board of Directors. Any member of the general membership may request inclusion of any item of business on the agenda of a regular meeting of the Board of Directors when presented in writing and approved by the President or three other Board members at least seven days prior to the meeting. The member may attend the meeting in a non-voting capacity during the discussion of that item of business. Notice of the time and place of such a meeting shall be given at least seven days prior to the day of the meeting by written notice addressed to each member of the Board of Directors at his or her mailing address, by telephone, or by email, as they appear in records of the corporation.

SECTION 3: SPECIAL MEETINGS: Special meetings of the Board of Directors, for any purpose, may be called at any time by the President or by any three Directors. Except in special cases where other express provision is made, notice of such meetings shall be given in the same manner as for regular meeting to all Directors.

SECTION 4: ADJOURNED MEETINGS AND NOTICE THEREOF: Any meeting of the Board of Directors whether or not a quorum is present, may be adjourned from time to time by a vote of a majority of the Directors present in person, or represented by a proxy thereat; but in the absence of a quorum, no other business may be transacted at such meeting. It shall not be necessary to give notice of an adjournment or of the business that was to be transacted at an adjourned meeting other than by announcing at the meeting at which such adjournment was taken.

SECTION 5: VOTING: At all meetings of the Board of Directors each member entitled to vote shall have the right to vote in person or by written proxy.

SECTION 6: QUORUM: At any regular or special meeting of the Board of Directors, six members shall constitute a quorum for the transaction of business.

ARTICLE VI: OFFICERS AND EXECUTIVE COMMITTEE

SECTION 1: NUMBER AND QUALIFICATIONS: The officers of the corporation shall be a President, Vice-President, Secretary and Treasurer. They shall have been members

of the Board of Directors during the preceding year. They shall be elected by the membership at the annual meeting by a two-thirds affirmative vote of the membership present and qualified to vote.

SECTION 2: ELECTION – TERM OF OFFICE: Each officer shall be elected for one year. Officers may remain on the Board after their term is completed if their three-year term, as a member of the Board of Directors has not expired. Election as an officer does not automatically extend a Board member’s term.

SECTION 3: PRESIDENT: The President shall be the chief executive officer of the corporation, and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation. He or she shall preside at all meetings of the members, at all meetings of the Board of Directors, and at all meetings of the Executive Committee, if created. He/She shall be an ex-officio member of all committees, and shall have the general powers of management usually vested in the office of the president of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the By-Laws. The President shall name the chairs of the various standing committees at the first meeting of the new Board. It shall be the particular responsibility of the President to see that matters affecting the corporation, or in which it is interested, are brought to the attention of any appropriate action committee that may have been created.

SECTION 4: VICE-PRESIDENT: In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed for him/her by the Board of Directors, the President, or by the By-Laws.

SECTION 5: SECRETARY: The Secretary shall keep, or cause to be kept, a book of minutes of all meetings of the corporation and of the executive committee, if created, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present, the number of members present at general membership meetings, and proceedings thereof, which minutes shall be open to the inspection of any member.

The Secretary shall keep, or cause to be kept, a register showing the names of the members of the Board of Directors and their addresses, and the names of members and their addresses.

The Secretary shall give, or cause to be given, notice of all meetings of the members and of the executive committee, if created, as required by the By-Laws or by law to be given, and shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, the executive committee, if created, or by the By-Laws.

SECTION 6: TREASURER: The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. The books of accounts shall be at all times open to inspection by any member of the corporation.

The Treasurer shall collect and safely keep all monies and valuables of the corporation, and shall deposit such monies and valuables in the name and to the credit of the corporation which such depositories as may be designated by the Board of Directors. He/She shall have custody of all deeds, leases, notes, bonds, securities and evidences of all property, and other papers pertaining to his/her office. He/She shall execute all deed and other instruments, in writing, required to be executed by the corporation.

The Treasurer shall disburse such funds of the corporation as may be ordered by the Board of Directors and shall render to the President or the Board of Directors quarterly financial summaries and, whenever they request, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the By-Laws.

The Treasurer shall file an annual report with the corporation at the annual meeting in May of each year.

SECTION 7: REMOVAL AND RESIGNATION: Any officer may be removed, either with or without cause, by a majority of the total membership of the Board of Directors at any regular or special meeting thereof, or, except in the case of the President, by any officer upon whom such power of removal may be conferred by a majority of the total membership of the corporation.

Any officer may resign at any time by giving written notice to the President or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice, or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 8: VACANCIES: Any vacancies occurring among the officers of the corporation, for any reason whatsoever, may be filled for the remainder of the existing term of office, by appointment of the Board of Directors, after a vote of simple majority of Directors present at the next regular or special meeting.

ARTICLE VII: COMMITTEES

SECTION 1: EXECUTIVE COMMITTEE: The Executive Committee shall be composed of the officers and any other Directors appointed by the President. The Executive Committee shall have and exercise all the powers of the Board of Directors subject to such limitations as the laws of the State of Hawaii or resolution of the Board of Directors shall impose. The Executive Committee shall perform, but not be limited to, the following functions:

- a) Nominate the Exhibition Chairperson(s) for approval by the Board of Directors.
- b) Appoint such other committees as occasion may require and confer upon them such powers and duties as shall seem advisable.
- c) Act as a liaison with the Board of Directors.
- d) Assure the activities of the Board of Directors conforms to the policies and procedures of the organization.
- e) Propose, negotiate and review contracts for the organization.
- f) Approve expenses to a maximum of \$250.00.

SECTION 2: ART MAUI EXHIBITION PLANNING COMMITTEE: There shall be a committee comprised of all exhibition committee chairpersons; i.e., the chairpersons of necessary committees involved in the actual planning and production of the annual Art Maui Juried Exhibition. The Exhibition Chairperson(s) and all committee chairpersons of the exhibition must be approved by the Board of Directors at the earliest possible meeting following their appointment or after having volunteered for any such chairmanship.

SECTION 3: NOMINATING COMMITTEE: there shall be a Nominating Committee appointed by the President no later than November 30 of each year. The Nominating Committee shall consist of five members of the Board, not more than two of whom shall have served on said committee during the previous year. The Nominating Committee shall serve for one year. Names of any persons proposed as candidates for election to membership on the Board of Directors or as candidates for offices of the corporation shall be submitted to the Nominating Committee. Vacancies occurring on said committee shall be filled by appointment of the President.

The Nominating Committee shall present a list of candidates for officers and for election to the Board of Directors not later than the regular meeting previous to the annual meeting at which the names are acted upon.

In the case of vacancy, the Nominating Committee shall present the names of any candidates at the regular or special meeting previous to that at which the names are acted upon.

SECTION 4: JURY COMMITTEE: Because of the importance of this committee to the prestige and excellence of the annual Art Maui Exhibition, the following guidelines must be followed unless otherwise appealed and permitted by the Board of Directors:

- a) JURY COMMITTEE STRUCTURE: committee must consist of at least three members. The chairperson will be selected by the Art Maui general chairperson and approved by the Board of Directors. Membership on the committee is also subject to approval by the Board of Directors.
- b) GUIDELINES FOR SELECTION OF JURORS: each juror must be recognized as a highly qualified artist or art expert within the State, nationally or internationally. Either one or three jurors should be selected, and they should represent a range of the visual tactile arts media, if possible; should represent a range of ethnic background, if possible; and should represent both men and women, if possible. They must reside and work off-Maui; exceptions require Board approval.
- c) ADVANCE SELECTION OF JURORS: The Board of Directors may authorize the Jury Committee to issue an invitation to a juror(s) for the Art Maui show that will occur during the term of the next Board.

SECTION 5: STANDING COMMITTEE: The Board of Directors may create standing committees of limited membership to advise and assist the Board. The membership of these committees may be comprised of professional, technical or business personnel, who need not be members or in any other way connected with the corporation, as well as members of the corporation.

Committee chairpersons and members shall be appointed by the President. No Board Member shall serve on a committee, except as otherwise provided by the Board of Directors and unless designated so to serve by the President. The President may designate one person to more than one committee if he/she finds such designation expedient.

Committee chairpersons shall be responsible to the President, who, in turn, shall be responsible for and shall report to the Board of Directors upon the activities of the committees.

ARTICLE VIII: EXECUTION OF INSTRUMENTS

SECTION 1: Any legal documents needing authorized signatures shall be signed by the President, Vice-President, Secretary and Treasurer of the corporation.

SECTION 2: Any financial documents needing authorized signatures shall be signed by any two of the officers named in Section 1 of this Article.

ARTICLE IX: FISCAL YEAR

SECTION 1: All finances of the corporation shall be reported on a fiscal basis encompassing the dates July 1 through June 30 of each year. The annual financial report shall be due no later than July 15 of each year, unless the Board of Directors decides differently based on the timing of the Art Maui exhibition.

SECTION 2: All officers of the corporation shall be elected for one-year terms at the annual meeting to be held no later than June 30 of each year. Their term of office shall begin July 1 of that year and end June 30 of the following year, unless the Board of Directors decides differently based on the timing of the Art Maui exhibition.

ARTICLE X: AMENDMENTS

SECTION 1: The By-Laws may be adopted, amended or repealed at a meeting of the Board of Directors called for that purpose by an affirmative vote of two-thirds of the members of the Board of Directors.

ARTICLE XI: CONDUCT OF MEETINGS

SECTION 1: All meetings of this corporation shall be conducted according to Robert's Rules of Order, unless otherwise designated by an affirmative vote of the majority of the Board of Directors.

ARTICLE XII: DISSOLUTION OF CORPORATION

SECTION 1: This Corporation may be dissolved by a two-thirds majority of the Board of Directors. Any funds remaining in the treasury shall be dispersed to benefit the promotion of the arts.