

BYLAWS

ARTICLE I

The name of the association is The Artists and Writers of East Hampton.

ARTICLE II PURPOSES

1. The purposes for which this association has been formed are: (a) to address the social, municipal and economic interests of the creative community living within the east end of Long Island including, but not limited to East Hampton, Bridgehampton, Southampton, Montauk, Shelter Island; (b) to promote and encourage communication and cooperation between and among such artists with a view toward improving their working conditions and improving the arts generally. (c) to promote and encourage public interest in and appreciation of the arts; (d) to disseminate information regarding issues relevant to the needs of said artists; (e) to promote a spirit of fellowship, friendship, sociability and cooperation between the creative community and to provide a program of intellectual and artistic stimulation, cultural advancement and recreational activities; (f) to apply for and receive individual, private and governmental grants for the arts; (g) to solicit and raise funds for the purposes herein stated; and (h) to do any other act or thing incidental to or connected with the foregoing purposes, or in advancement thereof, but not for the pecuniary profit or financial gain of its individual members, directors or officers, except as permitted by the laws regulating not-for-profit corporations and organizations.

Article III BASIC POLICIES

1. The association shall be noncommercial, nonsectarian and nonpartisan.
2. The names of the association, or the names of any members, officers or directors in their official capacities, shall not be used in connection with any commercial concern or with any political campaign, unless same is directly related to the promotion of the objectives and purposes of the association.
3. The association shall cooperate with other organizations and agencies whose activities will promote the objects and purposes of the association.
4. In keeping with the mission statement of the AWEH, All Board meetings will be open to general members. Roberts Rules of Order will be followed.
5. These basic policies are irrevocable and cannot be changed.

ARTICLE IV MEMBERSHIP

- (a). Eligibility. Membership in the association shall be limited to artists and writers within the East End of Long Island who subscribe to the purposes and basic policies of the association, and who are sponsored by a member in good standing.
- (b). Classes. The Artists and Writers of East Hampton shall have the following classes of members: honorary, life, annual and corporate.
- (c) Duration. Honorary and life members shall hold membership for life and annual members and corporate members shall hold membership for periods of one year.
- (d) Only members in good standing shall be eligible to participate in the business activities of the association, or to serve in any of its elective or appointive positions.
- (e) The Board of Directors may elect honorary and life members by a unanimous vote. Honorary and life members shall be exempt from the payment of all dues and assessments and shall have full voting privileges and may hold office.
- (f) Membership in the association shall not be assignable.
- (g) Each member shall have one (1) vote only at a meeting of members.
- (h) The annual dues for each member shall be payable at the annual meeting in _____.

ARTICLE V MEETINGS

- (a) Board meetings are open to all members of the association. Roberts rules of order will govern the meeting.
- (b) The annual meeting of members of the association shall be held on the _____ day of _____. Notice of the time and place shall be transmitted via mail or email within 15 days prior to said meeting.
- (c) Special meetings of the members may be called by the President at any time on her/his initiative, or by any two members of the Board. Notice of the meeting shall be transmitted to each member at least five (5) days previous to the meeting at such special meeting there shall only be considered such business as is specified in the notice of the meeting.
- (d) At all meetings of the association, either regular or special, a presence of 25% of all members shall constitute a quorum. If a quorum is not present, the presiding officer may adjourn the meeting to a day and hour fixed by him/her.
- (e) Every member of the association entitled to vote at any meeting thereof may vote in proxy, but only on a specified issue or candidate for the Board.
- (f) Regular meetings of the association shall be held monthly on the _____ at _____. Notice shall be transmitted to each member at least five (5) days in advance.
- (g) At all meetings, all questions—the manner of deciding which is not otherwise prescribed—shall be decided by majority vote of the members present in person.
- (h) At all meetings of the association, the order of business shall be as follows:
 - (1) Reading of the minutes of the last meeting for information and approval;
 - (2) Reports of officers;
 - (3) Reports of committees;
 - (4) Election of directors and officers; (annual meetings)
 - (5) Unfinished business;
 - (6) New business;

- (7) Reading and approval of minutes of meeting just held, if requested and agreed to by a majority of those present.

ARTICLE VI
DIRECTORS AND OFFICERS

1. The property, affairs, activities and concerns of the association shall be vested in a Board of Directors, consisting of five (5) directors. Upon election, the directors shall immediately enter the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.
2. Only members of the association and only those who have signified their consent to serve if elected, shall be nominated for or elected to an Office and the Board of Directors.
3. A vacancy occurring in any Office shall be filled for the unexpired term of the departing member, by a vote of the membership at the next meeting and that said membership shall have due notice.
4. Any one or more of the officers or Directors may be removed from office by a vote of two-thirds (2/3) of the members present or voting by proxy at any special meeting called for that purpose.

ARTICLE VII
DUTIES OF DIRECTORS AND OFFICERS

1. The Board of Directors shall manage the business and affairs of the association.
2. The duties of the Board shall be as follows:
 - a) to transact necessary business in the intervals between meetings of the association and such other business as may be referred to it by the association;
 - b) to create standing and special committees;
 - c) to approve the plans of work of all committees;
 - d) to audit bulls and authorize the disbursement of funds of the association;
 - e) to carry on correspondence and communicate with other associations, agencies and organizations interested in the purposes and policies of the association;
 - f) to present a report of activites at the regular meetings of the association;
 - g) to appoint an auditor or auditing committee, at least four (4) weeks before the annual meeting, to audit the Treasurer's accounts;
 - h) to prepare and submit to the association for approval, a budget for the fiscal year;
 - i) to employ agents; and
 - j) to devise and carry into execution such other measures as they deem proper and expedient to promote the objects of the association and to best protect and promote the interests and welfare of its members.

3. Regular meetings of the Board of Directors shall be held monthly, at a time and place to be set by the Board.
4. A quorum shall be necessary for the transaction of business, or of any specified item of business. A majority of the entire Board shall constitute a quorum. If a quorum is present at a meeting, the vote of a majority of those present shall be the act of the Board.
5. Any action required or permitted to be taken by the Board of Directors, or any committee thereof, may be taken at a meeting if all quorum members of the Board, or committee, consent to the adoption of a resolution authorizing the action.
6. Any one or more members of the Board of Directors, or any committee thereof, may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment, allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.
7. Special meetings of the Board of Directors may be called by the President, or by any two Directors, by notice given personally or by mail, email or telephone, not less than two (2) days before the time set for such meeting.
8. The president shall preside at all meetings of the association and of the Board of Directors; shall be a member ex-officio, with right to vote, of all committees except the nominating committee and the audit committee; shall communicate to the association or to the Board of Directors such matters, and make such suggestions as may tend to promote the prosperity and welfare and increase the usefulness of the association; shall coordinate the work of the Officers, Directors, committees and members of the association in order that its purposes may be promoted; and shall perform such other duties as are necessarily incident to the office of President.
9. In case of the death or absence of the President, or of her/his inability to act, the First Vice President shall perform the duties of the President's office. Both Vice Presidents shall act as an aide to the President.
10. The Secretary shall conduct the correspondence of the association and shall record the minutes of all meetings of the association and of the Board of Directors and shall perform such other duties as may be delegated to the office by the Board of Directors or by the association. The Secretary shall also give notice of and attend all meetings; keep a list of all members; notify directors and officers of their election; notify members of their appointment to committees; and generally devote his/her best efforts to forwarding the business and advancing the interests of the association.
11. The Treasurer shall have custody of all of the funds of the association; shall collect all fees, dues and subscriptions; shall keep a full and accurate account of all receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the Board of Directors or by the association. The Treasurer shall present a financial statement at every meeting of the association and at other times when requested by the Board of Directors and shall make a full report at the annual meeting. The Treasurer shall be responsible

for the maintenance of such books of account and records as conform to the requirements of these Bylaws.

The Treasurer's accounts shall be examined annually by an auditing committee of not less than three (3) members, who being satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The auditing committee shall be appointed by the Board of Directors at least four weeks before the annual meeting. An independent audit shall be performed at least once every 2 years.

12. All Officers shall perform the duties assigned them in a true, honest and faithful manner and shall deliver to their successors all official materials in their possession, not later than 10 days following the election and qualification of their successors.

ARTICLE VIII

1. In addition to the nominating committee referred to in ARTICLE VI of these Bylaws, the Board of Directors may create such standing and special committees as it may deem necessary to promote the purposes and carry out the work of the association.
2. Each such committee shall select one person from the members thereof to be the Chairperson of such meeting.
3. The Chairperson of each committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.
4. As stated above, the President shall be a member, ex-officio, of all committees except the nominating committee and the auditing committee.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The association shall indemnify and hold harmless its directors and officers of and from any and all loss, damage or expense, which may be sustained or incurred by reason of their faithful performance of their duties hereunder.

ARTICLE X

These Bylaws, with the exception of honorary and lifetime memberships and the whole of ARTICLE III, Basic Policies, may be amended, repealed or altered in whole or in part by a vote of a majority of the members of the association, at any meeting of the association called for such purpose. The proposed change shall be mailed or emailed to the last recorded address of each member at least twenty (20) days before the time of the meeting to consider the change.

