

New Hampshire Art Educators' Association

CONSTITUTION

Last Revised and Ratified:
December 14, 2009

Mission Statement

*In order to promote quality art education in New Hampshire,
members will be provided with leadership, member services, art education,
advocacy, a format for communication and opportunities for professional development.*

NEW HAMPSHIRE ART EDUCATORS' ASSOCIATION CONSTITUTION

ARTICLE I

The name of this association shall be the New Hampshire Art Educators' Association. This association shall have an office, at which the business of the Association is to be carried on, at Concord, County of Merrimack, State of New Hampshire and may also have offices at other locations in New Hampshire.

ARTICLE II

PURPOSES:

I. The primary purpose of this Association shall be exclusively for the purpose of providing educational activities and programs for persons supporting the arts and/or instruction in art education in the school systems of New Hampshire. Activities shall be in the best interest of our members and the well-being of art education within the local, state and national communities.

II. The Association shall provide the opportunity for workshops and activities of professional relevance to its members and guests.

ARTICLE III

SECTION 1

The fiscal year of this association shall be July 1st to June 30th. Said Association is organized exclusively for educational and charitable purposes, including for purposes the making of distributions to art organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code of 1978 or the corresponding provision of any future United States Internal Revenue Law).

SECTION 2

No part of the new earnings of this Association shall inure to the benefit of, or be distributable to, its members, officers, or other private persons, except that this Association shall be authorized and empowered to pay reasonable compensations for services actually rendered to it or on its behalf, and to make payments and distributions in furtherance of the purposes set forth in Article II. Notwithstanding any other provisions of these Articles, the Association shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1978.

SECTION 3

No substantial part of the activities of this Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation: and this Association shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

SECTION 4

No activities by the Association, or by any member of this Association shall be such as result in the imposition of tax pursuant to Section 4941 of the Internal Revenue Code of 1978, as amended, and the Regulations there under (pertaining to acts of "self-dealing," as defined by Section 1941 (d) of said Code).

SECTION 5

No activities or lack of activities by Association shall be such as to result in the imposition of a tax pursuant to Section 4942 of the Internal Revenue Code of 1978, as amended, and the Regulations thereunder (pertaining to the failure to distribute income).

SECTION 6

This Association shall not own, possess or control any amount of stock or other interest in any enterprise such as to result in the imposition of a tax pursuant to Section 4943 of the Internal Revenue Code of 1978, as amended, and the Regulations there under (pertaining to excess business holdings).

SECTION 7

This Association shall make no investments of any nature, or purchase or sales of any rights, options, or warrant such as to result in the imposition of a tax pursuant to Section 4944 of the Internal Revenue Code of 1978, as amended, and the Regulations thereunder (pertaining to investments which jeopardize charitable purposes).

SECTION 8

This Association shall make no expenditure such as to result in the imposition of a tax pursuant to Section 4944 of the Internal Revenue Code of 1978, as amended, and the Regulations thereunder (pertaining to taxable expenditures).

SECTION 9

Notwithstanding any other provision of the Articles, this Association shall not carry on any other activities impermissible to (1) an organization exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue code of 1978, as amended, and the Regulations thereafter, or (2) an organization contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1978, as amended and the regulations thereunder.

SECTION 10

Under dissolution of the Association, the member of the Board of Directors shall, as they shall determine, after paying or making provisions for the payment of all liabilities of the Association, disposed of all the assets of this Association, in such manner, or such organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1978, as amended, and the Regulations thereunder. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principle office of this organization or organizations as said Court shall determine are organized and operated exclusively for such purposes.

ARTICLE IV

There shall be no capital stock for this Association.

ARTICLE V

The management of the affairs of this Association shall be vested in its Board of Directors. Any decisions in relation to merger, consolidation, or dissolution of the Association, pursuant to Article IV; to disposition of organizational assets upon dissolution, pursuant to Article III - Section 9; or to modify in any

manner the organization purposes set forth in Article II shall be made by the Membership and may not be delegated to any of the Executive Directors.

ARTICLE VI

Except as may be otherwise required by law, these Articles of Constitution and By-Laws may be amended from time to time by the affirmative vote of at least a majority of the Board of Directors of this Association, provided, however, that no such amendment shall authorize or permit this Association to operated otherwise than exclusively for, and in a manner which meets the requirements of Article II hereof.

Except as may be otherwise required by law, this Association at any time, by the affirmative vote of at least a majority of the board of directors and of at least two-thirds of the Membership of this Association may merge or consolidate with or into any organization in such manner that the surviving Association is organized and operated exclusively for charitable or educational purposes and in a manner which meets the requirements of Article III hereof.

Except as may be otherwise required by law, this Association at any time, by the affirmative vote of at least two-thirds of the Membership of the Association my dissolve in a manner which meets the requirements of Article III - Section 9 hereof provided, however that the identity of the recipient of the asses of Association, or any part thereof, shall be determined by the affirmative vote of at least a majority of the Board of Directors.

ARTICLE VII

SECTION I - MEMBERSHIP

VII.1.1 Membership is open to all educators and interested others. Current Membership is considered valid provided that annual dues have paid September 1 - August 31 (of the current year). Members are entitled to all privileges and benefits of the Association.

VII.1.2 The Board of Directors shall consist of current members.

SECTION II - EXECUTIVE DIRECTORS AND BOARD OF DIRECTORS.

VII. 2.1 The Executive Directors of the Association shall be: President; Past President; President-Elect; Secretary and Treasurer.

~~VII. 2.2 The Board of Directors shall consist of the following voting members: President, President-Elect; Past President; Secretary; Treasurer; and the Vice Presidents from each of the regions. Non voting honorary members shall include representatives from the following: Arts Consultant of the State; NH State Council on the Arts; Higher Education; Undergraduate Liaison; Museum Education; Adult Education; and Chairpersons of all committees.~~

VII. 2.2 The Board of Directors shall consist of the following voting members: President, President-Elect, Past President, Secretary, Treasurer, and Vice Presidents from each region and Chairpersons of all standing and ad hoc committees. Non-voting honorary members shall include representatives from the following: Arts Consultant of the State, NH State Council on the Arts, Higher Education, Undergraduate Liaison, Museum Education, and Adult Education.” *(ratified 12/14/09)*

VII. 2.3 - ELECTIONS

A. A Nominating Committee of three, named by the President, shall prepare a slate of prospective Executive Director Positions consisting of at least one candidate for each available office. *(page three)*

B. Any current New Hampshire Art Educators' Association member shall be eligible to hold office in the Association.

C. Election of Executive Directors shall be conducted by mail. The current President-Elect shall mail a ballot to each member and indicate a deadline for voting on the ballot. Ballots must be returned to the President-Elect.

D. Officers shall be elected by a majority vote of the current membership casting ballots. The President's position shall be a three year term. (President-Elect; President; Past President.) The Secretary and Treasurer positions shall be elected for two year terms.

E. Newly elected Executive Directors shall be introduced to the Board of Directors at the culminating meeting of the academic year. Responsibilities of their positions begin thereafter.

VII. 2.4 GENERAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS.

A. The Board of Directors shall manage the affairs of the Association as advised by the Membership.

B. Shall coordinate and facilitate the ~~biannual~~ Regional Activities of the Membership.

C. Shall hold fiscal responsibility for the Association and its activities.

D. Shall appoint or authorize the appointment of such committees as it deems advisable.

SECTION 3 - MEETINGS

VII. 3.1 Meetings of the Board of Directors shall be held quarterly during the academic calendar year. Special meetings to be held at the discretion of the President with fifteen days advance notice to the Executive Directors or the Board of Directors.

VII. 3.2 The Membership of the Association shall hold an annual ~~winter~~ meeting. Other meetings of the Membership may be held at the discretion of the Board of Directors.

SECTION 4 - SPECIFIC RESPONSIBILITIES OF THE BOARD OF DIRECTORS.

VII. 4.1 Familiarize and adhere to policies and job descriptions.

ARTICLE VIII

SECTION I - PARLIAMENTARY AUTHORITY

VIII. 1.1 Robert's Rules of Order, Revised will be the parliamentary Authority of the Association, subject to this document and/or special rules which been or may be adopted.

SECTION 2 - QUORUM

VIII. 2.1 A majority of the members present at a meeting of the board of Directors or Membership will constitute a quorum.

Revised and Ratified 12/14/09

Revised and Ratified 4/8/04