ARTICLE I GENERAL

Section 1 Name

This organization, a non-profit corporation, is incorporated under the laws of the State of Florida and shall be known as Professional Association of Visual Artists Inc. or PAVA.

Section 2 Purpose

The Professional Association of Visual Artists has as its purpose the advancement of education for the establishment of the highest professional standards in the visual arts. In its efforts to realize this objective, PAVA strives to: create opportunities for the professional and emerging artist, develop and encourage professional standards in the visual arts, provide its membership an avenue for interaction with colleagues, serve as a collective voice for its members and broaden the public understanding of fine contemporary art, while encouraging recognition of and support for the arts in the community. PAVA is the face and voice of local visual artists.

Section 3 Limitations of Methods

The Professional Association of Visual Artists, Inc. shall observe all local, state and federal laws that apply to a non-profit organization as defined in Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE II MEMBERSHIP

Section 1 Artist Membership Application

a. Membership shall be open to all persons interested in the arts and in promoting the arts and art education.

b. No person shall be denied membership because of race, color, creed, age, marital status or sexual orientation and gender identity.

c. Application for membership shall be made through membership application forms available on the PAVA website. An applicant becomes a member upon receipt by PAVA of formal application and payment of yearly dues.

Section 2 Artist Membership Dues

Membership dues shall be for one (1) year and are due annually on the anniversary date of joining PAVA. Members shall be dropped from roll after forty-five (45) days for non-payment.

The Board of Trustees shall determine the cost of the annual membership dues.

Section 3 Artist Membership Privileges

Each member shall have one vote.

Members shall be entitled to hold office following one year of membership. Members are listed on the PAVA website, unless they request that their information (name, home city, email, anniversary date) be withheld.

Professional Artist Members shall be eligible to participate all non-juried / open call shows. All professional artist members are also eligible to make application to all juried shows.

Section 4 Associate Membership Privileges

Associate Memberships are available publicly and through a arts supporting program with Northwest Federal Credit Union. Associate Members may be anyone that wants to support the arts and arts education. Associate Members may attend and vote in general session meetings.
open to all members, and are welcome volunteers at PAVA community activities. Associate Memberships are renewable.

ARTICLE III BOARD OF TRUSTEES

Section 1 Composition of the Board

The Board of Trustees consists of up to 9 members and not less than 7 members as follows: up to four (4) officers, (President, Vice President, Recording Secretary and Treasurer) and up to five (5) members at large.

Section 2 Officers

a. The officers shall be voted on from the members of the Board of Trustees at the May meeting of the Board of Trustees.

b. The term of office shall be for two (2) years. An officer may be re-elected for one succeeding term. In the event there are no eligible and willing candidates available to fill an officer position, a term limited officer can choose to continue with the approval of board vote in that role until an election date when a replacement is available.

c. The terms of office shall begin immediately after the May meeting.

d. The immediate past president shall serve for two years as past president on the Board of Trustees.

Section 3 Selection and Election of Trustees

a. Term of office for a Trustee shall be three (3) years.

b. The Nominating Committee shall submit nominations for trustees to the voting membership.

c. Nomination of candidates for Trustee elections shall be completed in April and voted on in early May with results presented at the May meeting.

d. No Board member who has served two consecutive three year terms shall be eligible for election for a subsequent term until one year has elapsed from the end of the last term served. If there are no eligible and willing candidates to replace a term limited trustee, the current trustee may choose to continue for one or more additional terms, with board approval.

e. At least three Board members should remain in positions on the Board during the following term

Section 4 Vacancies

A Trustee who shall be absent from three consecutive regular meetings of the Board shall first be notified by email and then removed as a Trustee, unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

Vacancies on the Board of Trustees or among the Officers shall be filled by a majority vote of the Board of Trustees present at the meeting and constituting a quorum.

Section 5 Duties of Officers

a. President

1. Presides at all meetings of the Board of Trustees and general meetings.
2. Appoints all Committee Chairs.
3. Is an ex-officio member of all committees except Nominating Committee.
4. Executes any and all documents requiring approval of the Board of Trustees.
b. Vice-President
   1. In the absence of the President shall preside and perform all of his/her duties.
   2. Shall assist the President in the performance of his/her duties.

c. Secretary
   1. Shall be responsible for transcribing and keeping the minutes of the Board of Trustees
      and general meetings.
   2. Shall make a summary of the minutes of each meeting available to the membership of
      PAVA by written request.
   3. Shall have custody of the records of the Board of Trustees.
   4. Shall serve as Parliamentarian.

d. Treasurer
   1. Shall serve as chair of the Budget Committee which is composed of the officers of the
      board.
   2. Shall be oversee the financial books and records of the corporation.
   3. Shall prepare an annual budget with the officers of the board, to be presented to the
      Board of Trustees for approval.

Section 6 Policy
The governing and policy-making responsibilities of PAVA shall be vested in the Board of
Trustees, which shall be responsible for its finances and shall direct its affairs.

The Board of Trustees shall be responsible for establishing procedure and formulating policy of
the organization.

Section 7 Management
The Board of Trustees shall employ such staff as it deems appropriate and shall approve
compensation and other issues pertaining to his/her employment.

ARTICLE IV COMMITTEES

Section 1 Nominating Committee
   a. The Board of Trustees shall appoint a Nominating Committee Chair.
   b. The committee shall consist of 2 other board members.
   c. Within sixty days of the appointment of the Nominating Committee Chair, the Nominating
      Committee shall present to the Board of Trustees a slate of candidates to replace those whose
      terms are expiring. Each candidate must be an active general member in good standing and
      must have agreed to serve if elected.

Section 2 Special Committees
   The Board of Trustees may establish special committees as needed.

ARTICLE V MEETINGS

Section 1 Board of Trustees Meetings
The Board of Trustees shall determine a regular meeting time and place for its meetings to be
held at least four (4) times a year.

Section 2 General Membership Meetings
   a. General Membership meetings shall be held no less than two (2) times per year.

   b. Notice of the date and time of the meetings shall be made available to the membership no
      less than three (3) days prior to such meeting. The PAVA web site and/or email may serve as
      acceptable communication of the meeting notices.

Section 3 Additional Meetings
   The President may call additional meetings of PAVA at any time, or upon petition in writing of at
least 20% of the members in good standing. Notice of special meetings shall be sent to each member at least three days (3) prior to such meetings.

Board meetings may be called by the President or by written petition of three or more members of the Board of Trustees. Notice, (including the purpose of the meeting), shall be given to each Trustee at least three (3) days prior to said meeting.

Committee meetings may be called at any time by the President or by the Committee's Chairperson.

Section 4 Quorums
a. At any duly called general meeting of PAVA, 25% of members shall constitute a quorum.
b. At a Board of Trustees meeting five (5) trustees shall constitute a quorum.
c. Email votes will be counted as valid by a simple majority of no less than 25% of the Artist Membership.
d. For email votes by the Board of Trustees, five (5) trustees shall constitute a quorum.

ARTICLE VI FINANCES

Section 1 Funds
All funds paid to PAVA shall be placed in Board of Trustees approved operating fund accounts.

Section 2 Disbursements
Upon the approval of the Budget, the President and Vice President are authorized to make disbursements on accounts and expenses provided in the Budget without additional approval of the Board of Trustees.

All disbursements will be made via a traceable method such as but not limited to checks and electronic fund transfers. At no time may any individual expend unbudgeted PAVA funds without the approval of the Board of Trustees.

Section 3 Fiscal Year
The fiscal year of PAVA begins on January 1 and ends on December 31.

Section 4 Budget
The Budget Committee is comprised of the officers of the board and chaired by the Treasurer.

Section 5 Indemnification
Professional Association of Visual Artists Inc. shall indemnify all current or former members of the Board of Trustees and all current and former officers of the Corporation, to the full extent permitted by law, for any acts committed by them while engaging in the lawful performance of their duties as officers or trustees.

ARTICLE VIII DISSOLUTION
PAVA shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure or be distributed to the members of PAVA.

On dissolution of PAVA, any funds remaining shall be distributed to one or more Organizations regularly organized and qualified for one or more exempt purposes within the meaning of Section 501(c) of the Internal Revenue Code, or corresponding section of any future federal tax code, as may be selected by the Board of Trustees.

ARTICLE IX PARLIAMENTARY AUTHORITY
The latest edition of Roberts Rules of Order shall be the parliamentary authority when not otherwise specified in these By-Laws.
ARTICLE X AMENDMENTS

a. The bylaws may be amended or altered by seven (7) members of the Board of Trustees, or by a 60% majority of the membership.

b. Written notice setting forth the purpose of the meeting and containing the proposed amendments, alterations or changes must be transmitted to each member of the Board of Trustees at least ten (10) days prior to the meeting.