

Revised April 13, 2010

By-Laws of The Sunday Artisan Market

Article 1. Organization

This organization shall be known as The Sunday Artisan Market (TSAM).

Article 2. Purpose

- A. To provide a market setting for artists and craft persons to sell their art within the city of Ann Arbor, Michigan.
- B. To engage in cultural, civic, educational, charitable and other activities in this community to further the interests of this association, both directly and indirectly.
- C. To provide a venue for artists and craft persons to establish and grow in their medium.

Article 3. Membership

- A. Any artist or fine craft person may apply for membership.
- B. Members are those artists/craftspeople who have submitted the necessary application and have had their application approved.
- C. Voting Members of this organization are the Annual Members. There is one vote per contract.

Article 4. Board of Directors and Executive Board

- A. The Board of Directors shall consist of between seven (7) and nine (9) members, four (4) of whom comprise the Executive Board.
 - 1. Board Members are elected by the membership. Each year approximately one half ($\frac{1}{2}$) of the board positions will be up for election.
 - 2. All Board Members will serve two-year terms. No limit shall be placed on the number of terms a person may serve.
 - 3. Board Members not on the Executive Board must chair other committees when needed to distribute the workload of the organization.
 - 4. All Board Members must attend at least 70% of all Board and General Membership meetings.

5. No Board Member will be compensated, monetarily or otherwise, for serving in a position.
- B. The Executive Board of this organization shall consist of President, Vice-President, Treasurer, and Secretary. The Executive Board has the power to run and maintain the daily business of the organization.
1. The Executive Board is elected by the Board.
 2. The Executive Board positions shall be for a term of one year. No limit will be placed on the number of terms a person may serve.
 3. All members of the Executive Board have signatory power on organization checks and documents.

Article 5. Duties of the Executive Board

- A. President - It is the duty of the President to preside at all meetings of the organization, including Board meetings, General Membership meetings, and any special meetings deemed necessary.

The President's other duties are as follows:

1. Enforce the Bylaws of this organization, and see that all other Executive Board and Board Members are performing their respective duties.
 2. Appoint a Board representative to each standing committee if none has volunteered.
 3. Sign all official documents and checks on bank accounts along with the Treasurer, or in the absence of the Treasurer one other of the Executive Committee.
 4. Call a special meeting of the organization at the request of four (4) or more Members, when such a request states the object of the meeting.
 5. Call a special meeting of the Board at the request of three (3) or more Board Members, when such a request states the object of the meeting.
 6. Call a special meeting of the Board or Executive Board for any reason that is deemed necessary to the operation of the organization.
- B. Vice President - It is the duty of the Vice-President to preside at Executive Board, Board, and General Meetings in the absence of the President. The Vice President will perform other duties and render assistance as directed by the President.

- C. Secretary - It is the duty of the Secretary to attend Executive Board, Board, and General Meetings and to keep minutes of the proceedings. The minutes shall be kept in a form prescribed by the Executive Board. The Secretary's duties are as follows:
1. Handle all correspondence of the organization as assigned by the President.
 2. Take the minutes of all Board and Membership meetings.
 3. Provide copies by email to all Members. Members without email may request a paper copy by providing the Secretary with a stamped self-addressed envelope.
 4. Maintain a separate record of all adopted resolutions.
 5. If the Secretary is absent, the President will appoint a member to act as Secretary.
- D. Treasurer - The Treasurer will perform all duties dictated by this organization, these Bylaws, and in general, perform all the duties as may be necessary and assigned by the Executive Board.

The Treasurer's duties are as follows:

1. Make a report at each Board and General meeting, giving the financial standing of the organization, including the assets and liabilities of the organization.
2. Keep itemized records showing the source of all monies received and spent, and provide receipts of same.
3. Be the second signatory on all official documents and all checks drawn on bank accounts, and perform such other duties as the Bylaws or the law may require.
4. In conjunction with the President, have the authority to disburse or order disbursement of all monies necessary to pay the bills, obligations, and indebtedness of the organization.
5. Deposit all monies received from any and all sources into the organization's bank account not less than twice a month. The Executive Board shall designate the bank of depository.
6. Produce any records, books, and documents at the request of the Board of this organization, so that they may have full and free access to conduct an examination of financial status.
7. Call, by the authority vested in these Bylaws, a special meeting, of the Executive Board or if necessary the General Membership if, in the Treasurer's opinion, the records, books, and documents of the organization are not in balance or show irregularities. This right of the Treasurer will not be abridged.

Article 6. Power and Duties of the Board

- A. The Board shall have full power to transact all business and direct the affairs of the organization between General Membership meetings, except as provided by the Executive Board in these Bylaws.
- B. The Board shall have the power to make any change in the rules and regulations consistent with these Bylaws to conduct the affairs of the organization.
- C. The Board may fill, by appointment, all vacancies in elective offices, which occur during the term of such office for the remainder of that term.
- D. As to all matters requiring action by the Board between monthly meetings, the Board may act by email and telephone. The President may obtain action by the Board by emailing or telephoning each Board Member and each Board Member may take action on the matter brought to their attention in the same manner. Such action so taken by the majority of the Members of the Board shall constitute action of the Board as though it were during a Board meeting, as long as all Board Members vote. Any action taken via email (motion, second and vote) will be documented and be incorporated into the following meeting's minutes.
- E. There shall be four standing committees. These committees must be established each year and are to be: Election Committee, Marketing Committee, Application Committee, and Special Events Committee.

Article 7. Nominations and Elections

- A. An Election Committee shall be appointed by the President and approved by the Executive Board in August. Members wishing to run for the Board must be at least second year Annuals who have maintained their seniority. They must provide the Election Committee with a letter of intent to be distributed to all Members no later than September 1st. The Election Committee must provide the membership a complete list of candidates running for office, along with their write-ups, no later than September 15th.
- B. Paper ballots will be distributed to all voting Members of the organization by September 15th
- C. Ballots must be returned to the Election Committee by the 2nd Sunday in October. The Committee will count the ballots and report the results to the Executive Board. The results of the vote will then be communicated by the Board to the membership at large. In case of a tie vote, a run-off election will be held between the tied candidates.
- D. Installation of the new Board shall take place the last Sunday of October, with both the incoming and outgoing Board Members present.

E. The Board terms are for a two-year time period, on a staggered election format.

Article 8. Meetings

- A. General Membership meetings of this organization will be held at the market starting at 4:45 pm in the months April through November. There will be no meetings in December and January unless the Board deems it necessary. Meetings in February and March will be held on the first Sunday at a place and time determined by the Board.
1. Any Member of the organization may put a topic on the meeting agenda by submitting it to the President no later than one week prior to the meeting. An agenda item may be submitted by writing or email. Issues not on the agenda can be addressed during the open agenda portion at the end of each meeting, time permitting.
 2. A quorum for the General Membership meetings shall consist of at least five (5) Board Members of the organization.
- B. Board Meetings will be held the last Sunday of every month. The meeting will take place at the Market starting at 4:45 pm in the months April through November. There will be no meeting in December. The Board shall decide the place and time for the January, February, and March meetings.
- C. Executive Board Meetings shall be held whenever any executive officer of the organization deems it necessary.

Article 9. Amendments

- A. Proposed amendments to these Bylaws shall be submitted in writing at a regular meeting of the organization upon initiation either by petition signed by twenty (20) percent of the annual membership, or by resolution of the Executive Board.
- B. The proposed amendments shall be made available at a regular meeting and shall also be sent by email to all Members, who will then have an opportunity to comment either at the meeting or by email.
- C. Voting Members will have the opportunity to vote by secret ballot either at the meeting or on market day. The period for voting will be no less than two market days (two weeks). Those who choose to vote by secret ballot may obtain a ballot from the Election Committee member handling the voting. Those who so wish may vote via email. The email will be replied to, thus verifying receipt of the vote. The email will be printed and placed in the ballot box, which will be available at the market/meeting. The person overseeing the voting will keep a record of all those who have received a ballot or voted via email. At the end of the voting period, the votes will be counted by the Election Committee and reported to the Board. Adoption will require approval by 2/3 of those voting.

D. If the above procedures are followed in order to make changes in these Bylaws, and the membership takes no active interest either for or against such change, the Board shall proceed to discuss the proposed change at a Board meeting and vote to accept or reject the proposal by vote of the majority of the Board.

E. Members shall receive at least fourteen (14) days' notice of any proposed amendments.

Article 10. Not-For-Profit Limitations

A. This association does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the earnings of this association shall be used to benefit, or be distributable to its Board, Members, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further its purposes as provided by the law.

B. No substantial part of the association shall be devoted to attempts to influence legislation. This association shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

C. If this association shall be dissolved, any assets remaining after all liabilities are paid, shall be distributed to the Ann Arbor Art Association.

Adopted on this date: _____

Signatures:

President _____

Vice President _____

Treasurer _____

Secretary _____

(Charles Ladd, Attorney for The Sunday Artisan Market)

Revised 4/13/10