

By-Laws of Houston Art Gallery Association

ARTICLE I

§1 PRINCIPAL OFFICE

The principal office for the transaction of the business of the Association is as may be hereafter fixed and located by the Board of Directors in the City of Houston, County of Harris, State of Texas. The Board of Directors may at any time, or from time to time, change the location of the principal office from one location to another in said county.

ARTICLE II

§ 1 QUALIFICATION FOR MEMBERSHIP

There shall be one class of membership of the Association. Membership shall be open to those persons and/or firms that operate a business with an actual physical exhibition space and be engaged in the selling of fine art with published public viewing hours (not just "by appointment"); have set programming of at least four exhibitions per year and have been in business as a gallery with the specifications of above for at least one year from the date of formation. Members must also qualify by meeting the minimum qualifications of reputation as set from time to time by the Board of Directors. The foregoing qualifications, upon good cause shown, may be waived by the vote of a majority of the members voting upon membership acceptance after the written recommendation of two-thirds of the membership of the Board of Directors. Artist owned and/or operated studio/spaces or co-ops are not eligible for membership.

§ 2 VOTING RIGHTS

Each individual member and/or each individual member firm shall have one (1) vote and shall be entitled to vote in person or by proxy. Members not in good standing shall not be entitled to cast any vote.

§ 3 INITIATION FEE AND ANNUAL DUES

There shall be an initial membership fee in the founding year of Three Hundred and Fifty Dollars (\$350). Any changes to annual dues shall be proposed by the Board of Directors and approved by majority vote of the membership. Dues shall be payable on or before the 31st of January of each year. There shall be no further assessments for dues or other charges except by majority vote of the total membership.

§ 4 TERMINATION, SUSPENSION, AND EXPULSION OF MEMBERSHIP

Membership shall terminate when the person or firm holding such membership is no longer primarily engaged in the economic occupation of buying and selling works of original art. Any members in arrears in the payment of dues for a period of sixty (60) days after said dues or any installments thereof are due and payable shall be notified in writing by the secretary or treasurer of such arrearage and, one (1) month thereafter, if such dues shall have continued unpaid, such member shall automatically cease to be a member of the Association and shall not be restored to membership without making written application for reinstatement to the Board of Directors. Such reinstatement shall be at the discretion of the Board of Directors and subject to such terms and conditions as may be imposed by the Board of Directors.

Members may be suspended and/or expelled by the vote of two-thirds of the Board of Directors upon recommendation of the Committee of Ethics and Practices, for a violation or violations of the Association's Code of Ethics. All suspensions and expulsions of members are subject to hearing before the Committee and appeal to the Board of Directors, and the member at whom such suspension or expulsion is directed shall have the right to appear before the Committee and the Board and to be accompanied by counsel.

§ 5 MEETINGS OF MEMBERS

Meetings of the members may be held at six o'clock p.m. on the first Tuesday of March, June, September, and December of each year, or such other time as the Board of Directors may fix in the notice of such meeting, at the principal office of the Association or at such other place as may be designated by the Board of Directors. Should the days herein fixed for regular meetings

fall upon a legal holiday, then such meeting shall be held at the same time and place on the next day thereafter ensuing which is not a legal holiday, or a Saturday or Sunday.

As designated by the Board of Directors, one of the above meetings in each year shall be the Annual Meeting, and the Directors of the Association shall then be elected after the first year for periods of one year and two years, respectively, but if such a meeting is not held, or if Directors are not elected thereat, they may be elected at any special meeting of the members held for that purpose.

Special meetings may be held at the call of the President of the Board of Directors or by written request of ten (10) members duly presented to the Board.

§ 6 NOTICE OF MEETINGS

Notice of each regular and special meeting shall be given to each member entitled to vote thereat, either personally or by email addressed to such member at the email address appearing on the books of the Association. If such address is not shown, notices shall be deemed to have been given if sent by mail or other means of written communication addressed to the place where the principal office of the Association is located. Such notices shall be sent not less than seven (7) days before each meeting, and shall specify the place, day, and hour of the meeting and shall state the general nature of the business to be considered at such meeting. The notice of the Annual Meeting shall designate it as such and shall state the names of persons nominated for offices.

§ 7 VOTING

At all meetings of the members, each member gallery or other member entitled to vote shall have one (1) vote and shall have their right to vote in person, by email, or by proxy. Only members in good standing as defined in § 1 of Article II shall be entitled to vote. Such vote may be given *viva voce*, by show of hands, or by ballot; provided, however, that all elections for directors must be by ballot upon demand made by a member at any election and before the voting begins. At all elections of directors of the corporation, each member shall be entitled to as many votes as shall equal the number of directors to be elected, and he may cast all of such

votes for a single director or may distribute them, as he may see fit. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected.

§ 8 QUORUM

The presence in person or by proxy or telephonically of one-third of the members entitled to vote at any meeting shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. When a quorum is present at any meeting, a majority of the members represented thereat shall decide any question brought before such meeting, unless the question is one upon which by express provision of law or of the articles of incorporation or by these By-Laws a larger or different vote is required, in which case such express provision shall govern and control the decision of such question.

§ 9 TAX YEAR

The Association will operate on a fiscal calendar that corresponds to the calendar year.

ARTICLE III – DIRECTORS

§ 1 NUMBER AND ELECTION

The authorized number of Directors of the Association shall be seven (7) until changed by a by-law duly adopted by the members amending this § 1 of ARTICLE III of the By-Laws. There shall be two (2) groups of Directors. The first group shall consist of four (4) whose terms shall expire in alternate years from the term of the second group which shall consist of three (3) members. Upon the expiration of each group's term of office, their replacements shall be elected for a two (2) year term each. In case of a vacancy of the Board, the remaining members of the Board may elect a member of the Association for the unexpired balance of the terms of the board member whose place has become vacant.

§2 POWERS

Subject to the limitations of the Articles of Incorporation of the By-Laws, and of the Texas General Non-Profit Corporation Law as to action to which may be authorized or approved by the members, and subject to the duties of Directors as prescribed by the By-Laws, all corporate powers shall be exercised by or under authority of, and the business and affairs of the Association shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers, to wit:

- FIRST to appoint an Executive Coordinator and General Counsel who shall serve at the pleasure of the Board.
- SECOND to conduct, manage, and control the affairs and business of the Association and to make such rules and regulations therefore not inconsistent with law, or with the Articles of Incorporation, or the By-Laws.
- THIRD to designate any place within the State of Texas for the holding of any membership meeting or meetings; to change the principal office of the Association for the transaction of its business from one location to another in the County of Harris, State of Texas; to adopt, make, and use a corporate seal and to alter the form of such seal from time to time as in their judgment they may deem best, provided such seal shall at all times comply with the provision of the law.
- FOURTH to borrow money and incur indebtedness for the purpose of the Association and to cause to be executed and delivered therefor, and in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt, and securities therefor, provided however that in no event shall the Board commit more than the entire amount in the Association's treasury at any given time, unless the members of the Association have previously authorized such action.
- FIFTH to manage in such manner as they deem best, all funds and property, real and personal, received and acquired by the Association, and to distribute, loan, or dispense the same and/or the income and profits therefrom.

§3 PLACE OF MEETING

Regular meetings of the Board of Directors shall be held in any place within or without the State of Texas, which has been designated from time to time by resolution of the Board, or by written consent of all the members of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Association. Special meetings of the Board shall be held either at a place so designated or at the principal office.

§4 REGULAR MEETINGS

Regular meetings of the Board of Directors may be held without call quarterly. Notice of all such regular meetings of the Board of Directors is hereby dispensed with.

§5 SPECIAL MEETINGS

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, or, if the President is absent or unable or refuses to act, by any three (3) Directors. Such meetings may be held either in the principal office of the Association, or at any place designated from time to time by resolution of the Board of Directors, or by written consent of all the Directors, or if called by any three (3) Directors, such meeting shall be held in the principal office of the Association.

Notice of the time and place of special meetings shall be given personally to the Directors or sent to each Director by email or other form of written communication, charges prepaid, addressed to him at the Director's address as shown upon the records of the Association. In the event such notice is delivered personally to each Director, it shall be so delivered at least twenty-four (24) hours prior to the time of the holding of said meeting.

The transactions of any meetings of the Board of Directors, however called and noticed and wherever held, shall be as valid as though had a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

§ 6 QUORUM

A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held, at which a quorum was present, shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation or by these By-Laws.

§7 NOTICE OF ADJOURNMENT

Notice of the time and place of holding a meeting adjourned to another date shall be given to absent Directors but need not be given to Directors present when the time and place of such adjournment meeting is fixed.

§8 COMPENSATION OF DIRECTORS

There shall be no compensation paid to any director of this Association.

ARTICLE IV – OFFICERS

§1 RESPONSIBILITY

All officers are subordinate and responsible to the Board of Directors.

§2 NUMBER AND SELECTION

The officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer. The Association may also have such other officers as may be appointed in accordance with the provisions of this Section. The Association may have as many as three Board Members At-Large.

The officers of the Association shall be chosen annually by the membership and each shall hold office until resignation, removal, or other disqualification to serve, or until a successor shall be elected and qualified. Each above-named officer shall serve for a term of two (s) years provided that any officer may be re-elected for a subsequent term. Board terms will be staggered to preserve continuity and terms will be described in a Board policy.

There shall be no compensation paid to any elected officer of this Association.

The Board of Directors may appoint such other officers as the business of the Association may require, each of whom shall hold office for such period and have such authority and perform such duties as are provided by the By-Laws or as the Board of Directors may from time to time determine.

§3 DUTIES OF THE PRESIDENT

The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have supervision, direction, and control of the business and affairs of the Association. The President may preside at all meetings of the Board of Directors and of the members. The President shall appoint annually standing committees of the association which may include, but are not limited to, Membership Committee, Ethics and Practices Committee, Special Events and Promotions Committee, and such other standing and/or *ad hoc* committees as the Board of Directors directs. The President shall be an *ex officio* member of all the standing committees and shall have the general powers and duties in management usually bested in the office of the President of a corporation and shall have such powers and duties as may be prescribed by the Board of Directors or by the By-Laws. The President is hereby authorized to exercise any right to vote or execute a proxy to vote shares of stock of, and bonds, debentures, or other evidence of indebtedness of, any other corporation or corporations owned or possessed by this Association.

§4 DUTIES OF THE VICE-PRESIDENT

In the absence or disability or refusal to act of the President, the Vice-President shall perform all the duties of the President and when so acting shall have the powers of and be subject to all the restrictions upon the President.

§5 DUTIES OF THE SECRETARY

The Secretary shall keep or cause to be kept at the principal office of the Association, or such other place as the Board of Directors may order, the minutes of all meetings of Directors and members. The Secretary shall also keep or cause to be kept the names and contact information of each member, and in any case where membership has been terminated, such fact shall be recorded, together with the day upon which the membership ceased. The Secretary shall give the notices of special meetings of the Board of Directors and of the regular and special meetings of the members as provided in these By-Laws. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors of these By-Laws.

The Secretary, at the direction of the President, or the Board of Directors, shall prepare, record, and maintain all correspondence and communications with other persons, firms, corporations, or associations. The Secretary shall perform such other duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or these By-Laws.

§6 DUTIES OF THE TREASURER

The Treasurer shall keep and maintain, or cause to be kept or maintained, adequate and correct accounts of the properties and the business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books of account shall at all times during normal business hours be open to inspection by any Director or any member of the Association. The Treasurer shall deposit all monies or other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Association as ordered by the Board of Directors and shall render to the President and the Directors, upon request, an account of all his transactions as Treasurer, and of the financial condition of the Association. The Treasurer shall

perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or these By-Laws.

§7 MEMBERS AT-LARGE

There shall be three Members At-Large, designated as Member At-Large 1, 2, and 3. They will lead committees and undertake other duties and special projects as assigned.

§8 REMOVAL OF OFFICERS

Officers may be removed with or without cause at any meeting of the Board of Directors by the affirmative vote of a majority of the Directors.

§9 DISBURSEMENT OF FUNDS

No funds shall be disbursed by the Association unless the check, draft, or other evidence of such disbursement shall be executed on behalf of the Association by an officer of the Association who is also a member of the Board of Directors and who has been designated by the Board as signatory and shall be counter-signed by the Treasurer. In the event of the absence of such signatory and/or counter-signatory, the Board of Directors may designate alternates for such purposes for the time being.

Checks over \$500 require two signatures (President and Treasurer), and two different officers (Vice President and Treasurer) shall receive copies of bank statements, one of whom does not sign checks. Checks will be received and tracked by the Treasurer and deposited. Statements of accounts will be prepared and presented at each Board meeting by the Treasurer.

These By-Laws are executed effective the 13th day of January, 2018.

Gus Kopriva, HAGA President