

BY-LAWS OF PINE SHORES ART ASSOCIATION

May 12, 2025

SECTION 1. PURPOSE. Pine Shores Art Association is organized (1) to provide educational opportunities for the artistic, cultural and social development of the membership and of the community at large; (2) to provide informative programs and instruction in various art and craft mediums to the public; (3) to encourage and provide assistance to artists of all skill levels no matter their age, race, sexual orientation or creed; (4) to display art in our gallery and in public places to increase an awareness of art and art appreciation for the public; (5) and shall be operated and organized exclusively as an educational and charitable organization within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

SECTION 2. BOARD OF TRUSTEES The activities of the Association shall be managed by the Board, which shall consist of trustees. Two of the trustees shall be the immediate past Presidents; a third shall be elected from the membership at large at the annual meeting. Committee Chairpersons. shall be appointed by the President and shall be trustees. Trustees have the responsibility to review policies, procedures and projects to ensure full compliance with IRS regulations 501 (c) (3) and all state laws and regulations. They shall cause financial records to be audited annually and approve or take action to ensure their correctness. Trustees holding more than one position will only have one vote. This Board shall meet monthly.

SECTION 3. MEMBERS Membership shall be open to all artists as well as non-artists upon payment of annual dues without regard to race, color, religion, national origin, sexual orientation or age. Members can serve on committees, participate in classes, hold office, vote on official matters, and vote on candidates for the Board. Any applicant or member may be denied membership if the Board, by majority vote, declares said member or applicant has acted in a manner detrimental to the orderly and proper function of the corporation. Such action will be governed by principles of non-discrimination as stated above.

SECTION 4: NOMINATING COMMITTEE The President, with the advice and consent of the Board, shall appoint a nominating committee of one trustee and two members in August who will present a slate of officers to the Board in September for approval. The nominating committee will present the slate to the members at the October general meeting, at which time any member wishing to seek a position on the slate may do so. Members will vote in November at the general meeting. New officers will be installed by the outgoing President or a Board member and will preside at the January meeting. The "at large" trustee shall be elected at the January meeting.

SECTION 5. ANNUAL MEETING OF MEMBERS AND TRUSTEES The annual meeting of members for the installation of trustees and officers and such other business as may come before the meeting shall be held on the second Monday of January of each year upon not less than ten nor more than sixty days of written notice of the time, place and purpose of the meeting as specified in written notice.

SECTION 6. SPECIAL MEETINGS OF THE MEMBERS OF THE BOARD Special meetings of the Board may be called by the members upon not less than ten or more than sixty days' notice given by mail/email to the Board. Special meetings of the members of the Board for any purpose or purposes may be called at any time by the President or by any three of the trustees. Such meetings of the trustees shall be held upon not less than two days' notice given personally or by telephone, or upon not less than four days' notice given by mail/email. Notice of an adjourned meeting need not be given if the time and place are fixed, and if the period of adjournment does not exceed ten days in any one adjournment.

SECTION 7. QUORUM A majority of the Board Members shall constitute a quorum thereof for the transaction of business. Ten (10) percent of the membership shall constitute a quorum at a membership meeting. The act of the majority of those present at a meeting at which a quorum is present shall be the act thereof (except that the act of a majority of the entire Board shall be required with respect to any amendments to the by-laws or the Certificate of Incorporation).

SECTION 8. EXECUTIVE BOARD Shall consist of the President, Vice-President, Secretary, and Treasurer, all elected by the members to serve one-year terms.

1. President shall be the Chief Executive Officer of the Corporation, have general charge and supervision over, and responsibility for, the affairs of the Corporation; shall preside at all meetings of the members and at all meetings of the Board. The President may enter into and execute in the name of the corporation contracts or other instruments not in the regular course of business, which are authorized, either generally or specifically, by the Board. The President, with the concurrence of the Board, may approve expenditures necessary to the conduct of the corporation business; may delegate from time to time, to any other officer, any or all such duties and authority; may not serve more than two consecutive terms, but may serve again in the future.

2. The Vice President shall have such duties and possess such authority as may be delegated by the President. The Vice President shall preside over the Board meetings and/or the monthly meetings in the absence or disability of the President.
3. The Recording Secretary shall keep minutes of all meetings and maintain accurate files related to these activities.
4. Corresponding Secretary, appointed by the President, shall receive and prepare official correspondence and maintain accurate files related to these activities
5. Treasurer shall have the custody of all funds and securities of the corporation and shall keep accurate records of incoming funds and expenditures. Further, the Treasurer shall have the authority to set up necessary bank accounts, deposit and withdraw moneys therefrom, and balance accounts at the end of each month. The Treasurer will prepare and read a financial report at each monthly meeting which will be approved by the membership, file all reports to the state and federal governments. The Treasurer will prepare the annual budget reflecting income and expenditures for the fiscal year which will be provided to members at least ten days prior to the annual meeting.
6. An Assistant Treasurer, appointed by the President, shall act in the absence or disability of the Treasurer.
7. In the event an officer cannot fulfill his/her duties, executive positions may be shared.

SECTION 9. COMMITTEES OF THE BOARD. The President, by resolution approved by a majority of the entire Board, may appoint from the membership one or more committees, provided that each committee shall be advisory, shall not bind the Board or the Corporation and shall be subject to Board approval. Each committee to the extent provided in the resolution shall have and may exercise the authority of the Board. No such committee shall make, alter or repeal any by-law of the corporation; elect, appoint, or remove any officer or trustee; submit to members any action that requires the approval of members; or amend or repeal any resolution previously adopted by the Board.

The Board, by resolution adopted by a majority of the entire Board, may fill any vacancy in such committee; appoint one or more persons to serve as alternate members of any such committee, to act in the absence or disability of members of any such committee with all the powers of such absent or disabled members of a committee.

1. Membership - Keep updated records of membership roster, collect dues. introduce and welcome new members, and provide information to interested people about the corporation.

2. Education - In conjunction with the Vice President, make contacts with professional artists to set up workshops and classes; provide membership with information about scheduled events for registration, keep accurate records.
Provide registration, collect fees, communicate with families and keep accurate records of children's classes; design the curriculum.
3. Registrar - Shall provide registration, collect fees and keep accurate records of adult classes
4. Communications - Shall notify area print and on-line news media of classes and activities and prepare and distribute a monthly newsletter announcing classes and activities, and prepare and place advertisements attracting the public to attend Pine Shores classes and activities.
5. Social Media - Promote Pine Shores classes and activities through appropriate media sites.
6. Hospitality - Be responsible for kitchen activities at each meeting and other functions as required.
7. Historian - Shall collect and organize news articles and other notices pertaining to the Association's activities.
8. Gallery Director – Responsible for receiving and hanging of all exhibits, including selecting and overseeing featured artists' shows. Keep maintenance committee aware of gallery needs. Choose show judges.
9. Volunteers – Schedule monitors for Do Your Own Thing and POP program; keep lists of volunteers for various positions/committees within the organization
10. Fundraising – Communicate with committee members to plan and execute special fund-raising events.
11. Website – Coordinate with the Communications Committee and the Board to present an on-line presence, keeping members and the public informed of classes and other activities.
12. Grants - Shall identify sources of grant funding; complete and submit applications; monitor grant programs; and submit final documentations.
13. Special Committees - Shall consist of nominating, special projects and any other committee deemed necessary by the Board. These are set up and terminated by the Board at the completion of their assigned goals.

SECTION 10. COMPENSATION This is principally a volunteer organization without remuneration for services provided to the association by members, trustees, or elected officers. However, trustees, officers, committee chair and others may be reimbursed on behalf of the association but only with the approval of the Board upon presentation of vouchers. It is further noted that as a registered non-profit corporation, Pine Shores Art Association is compliant with all laws and regulations for registered charitable organizations with the NJ Division of Consumer Affairs and the NJ Division of Revenue.

SECTION 11. DUES Persons applying for membership shall pay the required dues at the time of joining. Delinquent dues shall forfeit the member's privilege to vote, hold office, participate in shows, or receive the monthly newsletter. Dues shall be reviewed annually by the Board, approved at the November membership meeting and if there is a change, the change will become effective January 1. joining and thereafter dues shall be paid on the anniversary of the member's joining.

SECTION 12. FISCAL YEAR The fiscal year of the Association shall be January 1 to December 31.

SECTION 13. OPERATION OF GALLERIES The Manahawkin and Tuckerton Art Center galleries shall be used for exhibiting various art mediums to be viewed by members and the public. Our objective is to foster an appreciation of art and art trends for the public. Pine Shores Art Association's Manahawkin gallery and studio are devoted to fine art education and display in painting and drawing. Pine Shores' Tuckerton center adds more exhibit and classroom space, and a place for members to sell their work at no commission. In compliance with provisions if the Internal Revenue-Code 501 (c) (3), the latter is a minor aspect of the association's offerings. Pine Shores is an organization whose purpose and direction is focused and centered on art education. The Tuckerton Center, in addition to fine arts classes and display, adds a diversity of artist members to also include high-quality three-dimensional art, art classes, and larger art events to engage broad participation by all ages in the community. Pine Shores is the only area Art Center offering this variety of affordable classes to involve the whole community in the cultural enrichment of art education.

SECTION .14. FORCE AND EFFECT OF BY-LAWS These By-Laws are subject to the provisions of the New Jersey Nonprofit Corporation Act and the Certificate of Incorporation as they may be amended from time to time. If any provision in these By-Laws is inconsistent with a provision of the Act or the Certificate, the provision of the Act or Certificate shall govern to the extent of such inconsistency.

SECTION 15. AMENDMENT TO BY-LAWS The By-Laws may be altered, amended, or repealed by the members of the Board provided that written notice of such change be provided to the membership not less than 10 days prior to the meeting at which such change is to be voted upon.

SECTION 16. DISSOLUTION Upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any trustee or officer of the corporation, but shall be distributed as the By-Laws may direct in accordance with law, provided, however that the distribution must be to another organization exempt under the provisions of Section 501 (c) (3) of the US Internal Revenue Code or to the United States a State or a Local Government for a public purpose.

These By-Laws are the sixth edition and represent a complete revision, approved at the General Meeting on **May 12, 2025**.