



**Articles of Incorporation**  
**&**  
**Bylaws**

## **INTRODUCTION**

*In order to establish a professional organization of visual artists in the greater La Crosse region, an assembly of like-minded artist came together in 1976 to found this corporation. The following document will constitute the Articles of Incorporation and bylaws for the Eastbank Artists, Inc.*

## **ARTICLE I. NAME & OFFICES**

**Section 1.** *The name of this organization will be “Eastbank Artists, Incorporated.”*

**Section 2.** *The principle of the corporation in the State of Wisconsin will be located in the City of La Crosse. The corporation may have such other offices, either within or without the State of Wisconsin, as the Board of Directors may designate or as the business of the corporation may require from time to time. The registered office of the corporation may be, but need not be identical with the principle office in the State of Wisconsin and the address of the registered office may be changed from time to time by the Board of Directors.*

## **ARTICLE II. PURPOSES**

*The purposes as stated in these articles of incorporation, will be:*

- 1. To promote education in the visual arts within the greater La Crosse Region.*
- 2. To develop interest, both private and public in the visual arts.*

3. *To provide examples of excellence in the fine arts and crafts.*

## **ARTICLE III. MEMBERSHIP**

**Section 1.** *Membership will be open to all interested persons 18 years of age or older who select one of the following categories of Membership thereof:*

- a. **Full Membership.** Full membership is granted upon successful completion of the adjudication process (see Article VIII). A member in this category is expected to support the aims and purposes of the corporation and to participate in the ongoing work of the corporation. Full members must serve on a committee. All full members must serve on the Board of Directors sometime during their tenure. If for some reason a member is unable to perform their committee function and other responsibilities, their membership can be changed to auxiliary.
- b. **Auxiliary Membership.** An auxiliary member of the Eastbank Artist, Inc. may serve as a Member-At-Large on the Board of Directors. They may not serve as officers but may assist on committees and may submit work to be juried into specified shows

**Section 2. STATUS AND VOTING.** *Each member in good standing will be entitled to one (1) vote upon each matter submitted to a vote of members.*

**Section 3. QUALIFICATIONS.** *Members will agree to the aims and purposes of the corporation.*

**Section 4. ANNUAL MEETING.** *The annual meeting of the members will be held during the month of April at the time and place determined by the Board of Directors for the purpose of election of officers and for the transaction of other necessary business.*

**Section 5. GENERAL MEETINGS.** *General meetings of the members for any purpose, will be held as needed and may be called by the President, the Board of Directors, or one third of the members.*

**Section 6. NOTICE OF MEMBERS' MEETINGS.** *The Secretary will give notice of general membership meetings at least ten (10) days before the scheduled day of the meeting.*

**Section 7. QUORUM.** *One-third of the members, in person or represented by proxy, will constitute a quorum at a meeting of members. A majority of the votes cast by any quorum will effect the adoption of any matter voted upon by the members. If less than a quorum is present at any meeting, a majority of the members present may adjourn the meeting to a future time.*

**Section 8. DUES & FEES.** *Annual dues are due on March 1<sup>st</sup> each year. New members dues will be prorated from this date.*

*Annual dues will be \$25.00 per year and may be changed by the Board of Directors at the Annual Meeting.*

*Exhibition fees will be assessed in relation to the needs of any show. If a member has a problem with any fees they may call the president for assistance.*

*Secretary will notify members of the dues deadline in the February newsletter. In order to be a member in good standing, each member's dues must be paid by March 31<sup>st</sup>. If dues are not paid by that time the member's name will be dropped from the membership list August 31<sup>st</sup>. Members who do not renew within three (3) months must be re-juried to renew membership.*

## **ARTICLE IV. OFFICERS**

**Section 1. NUMBER AND DUTIES.** *The principal officers of the corporation will be a President, Vice President, Secretary, and Treasurer, each of whom will be elected by the membership annually.*

- a. *The duties of the President will be to call and preside at general and board meetings, to be responsible for correspondence and forward it to the members to which it applies.*

- b. The Vice President will serve in the absence of the president. The Vice President will chair the Program Committee.
- c. The Secretary is responsible for taking minutes of the Board and general meetings. The Secretary will mail a copy of the minutes and a current membership list each month to all members in good standing no later than ten (10) days prior to the next monthly meeting, and will maintain a current list of members' addresses and phone numbers.
- d. The Treasurer's duties will be those generally required by this office.

**Section 2. NOMINATIONS OF SLATE OF OFFICERS.** *The Board of Directors will appoint a Nominating Committee of two or more members. Such appointments will be made no later than sixty (60) days prior to the day of the annual meeting. The nominating committee will deliver the slate of officers to the Secretary thirty (30) days prior to the annual meeting. The Secretary will mail the slate to the membership no later than fifteen (15) days prior to the annual meeting.*

**Section 3. ELECTION AND TERM OF OFFICE.** *The officers will be elected annually by the membership at the annual meeting. Nominations from the floor will be accepted.*

## **ARTICLE V. BOARD OF DIRECTORS**

**Section 1. GENERAL POWERS.** *The Board of Directors will manage the business, shows, and projects of the corporation.*

**Section 2. NUMBER AND TENURE.** *The Board of Directors will consist of the elected officers and chairpersons of the Standing Committees.. Board Members serve for a period of one (1) year starting with the annual meeting. Members may succeed themselves.*

**Section 3. BOARD MEETINGS.** *A meeting of the Board of Directors will be held without notice, other than this*

*by-law, immediately after the annual meeting of the members. The Board of Directors will schedule additional meetings at least quarterly. All Board meetings are open to any and all members, but the responsibility of obtaining times and places of Board meetings rests with the interested member(s) and not with the Board.*

**Section 4. VOTING.** *The act of the majority of the Board of Directors will be the act of the Board.*

**Section 5. VACANCIES.** *Any vacancies on the Board of Directors will be filled for the duration of the term of the vacated office by the majority vote of the Board of Directors.*

**Section 6. ATTENDANCE.** *Any Director may be removed from office for two (2) unexcused absences by a majority vote of the Board. If a Board member cannot attend a Board Meeting he/she must appoint another member to take his/her place and contact the president.*

## **ARTICLE VI. STANDING COMMITTEES**

- 1. Membership Committee.** *This committee makes sure each new member understands membership obligations and gives each applicant a pre-membership packet consisting of information on inventory sheets, sales slips, commission rates, tagging art for shows, general attendance, board phone numbers, and a current membership list and bylaws. It will assemble and distribute membership packets.*
- 2. Publicity Committee.** *This committee makes contact with local newspapers, TV and radio shows. This committee is responsible for keeping Eastbank Artists, Inc.'s name in the media, and to inform the public of times and locations of current shows.*
- 3. Program Committee.** *This committee will be chaired by the Vice President and consist of two or more members in good standing. This committee is responsible for developing an annual slate of programs to be presented to the Executive Board for approval.*

- 4. Exhibition Committee.** *This committee must coordinate all aspects of group exhibits. These include themes, schedules, refreshments, decorations, hanging, invitations and flyers, budget, and sales. This committee will maintain a calendar to schedule featured artists and group shows. It will assure that all artists' work meets with exhibition standards and deadlines.*
- 5. Telephone Tree Committee.** *This committee will call all members in good standing about changes in meeting times, gallery changes, illness and deaths of members and anything else that may arise. This committee should have three (3) or more members.*
- 6. Historical Committee.** *This committee will consist of one (1) or more members. This committee is responsible for maintaining the history of the group with newspaper articles, show and artists information.*

*Each committee selects a chairperson that serves on the Board of Directors. Committee members share equally in the work of the committee and if the chair is unable to attend a meeting another committee member will attend in their place.*

## **ARTICLE VII. CONTRACT, LOANS, CHECKS, AND DEPOSITS**

**Section 1. CONTRACTS.** *The Board of Directors may enter into any contract, or execute, or deliver any instrument in the name of and on behalf of the corporation to the extent of the assets of the corporation.*

**Section 2. LOANS.** *No loans will be contracted on behalf of the cooperation unless authorized by a resolution of the Board of Directors and all members of the*

**Section 3. CHECKS, DRAFTS, ETC.** *All checks, drafts or other orders for the payment of money will be signed by such officers and paid in such a manner as will be determined by the Board of Directors to the extent of the assets of the corporation.*

**Section 4. DEPOSITS.** *All funds of the corporation not otherwise assigned will be deposited to the credit of the corporation in a bank selected by the Board of Directors.*

## **ARTICLE VIII. ADJUDICATION**

*Prospective Members' work will be adjudicated for entry into Eastbank Artists, Inc. by a committee of at least three (3) current Members in good standing. Each adjudicator will evaluate the art work presented independently using criteria provided by Eastbank Artists Inc. (see addendum).*

*Jurying may occur at any of the monthly meetings except the Annual meeting.*

## **ARTICLE IX. AMENDMENTS**

*These bylaws may be amended, added to or repealed at any general membership meeting of the corporation by a majority vote of the membership in attendance at said meeting, either personally or by proxy on the condition that there be a quorum present. Members will be informed by mail at least thirty (30) days in advance of such meeting exactly which changes in the bylaws are to be considered.*



# ADDENDUM I

## Eastbank Artists Inc. Jury Sheet

Name of artist being juried \_\_\_\_\_

Media of artist \_\_\_\_\_

Juried in \_\_\_\_\_ Juried out \_\_\_\_\_

Date \_\_\_\_\_

### Criteria for Jurying:

Rate each category from 1 to 6 with 1 being the lowest possible score. Add all scores together and divide by the number of jurors. This score must be at least 17 for membership. (Each adjudicator will evaluate the work independently.)

1. Quality of craftsmanship - Score \_\_\_\_\_  
Comments \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

2. Design - Score \_\_\_\_\_  
Comments \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

3. Presentation (framing, matting, appearance) - Score \_\_\_\_\_  
Comments \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

4. Continuity (relationship, subject, style) - Score \_\_\_\_\_  
Comments \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Final Draft

Total Score \_\_\_\_\_

## **ADDENDUM II.**

### **Eastbank Artists Inc. Membership Form**

EASTBANK ARTISTS, INC. was organized in 1976 as a cooperative venture by a group of La Crosse area artists. The purpose of the corporation, as stated in the bylaws is to promote interest and general excellence in the fine arts and crafts." Membership is open to all persons 18 years of age or older.

Two levels of membership are available. They are full membership for practicing artists whose work must be evaluated for entry and auxiliary membership for those who wish only to support the aims and goals of the Eastbank Artists, Inc.

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EASTBANK ARTISTS, INC.  
119 KING STREET, LA CROSSE, WI 54601  
(608) 785-1434

[ ] I am interested in becoming a Full Member of Eastbank Artists, Inc.

[ ] I am interested in becoming a Auxiliary Member of Eastbank Artists, Inc.

(Check one.)

Name \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

Phone \_\_\_\_\_

Signature \_\_\_\_\_ Date \_\_\_\_\_

**ADDENDUM III.**

**Eastbank Artists, Inc.**

**Consignment Agreement and Inventory Form**

Date: \_\_\_ / \_\_\_ / \_\_\_

Name: \_\_\_\_\_ Address \_\_\_\_\_

Phone # \_\_\_\_\_ City \_\_\_\_\_

State \_\_\_\_\_ Zip \_\_\_\_\_

Title or Description	Price	Number	Date removed Initial	Date Sold	Inventory	
					Begin	End
1.						
2.						
3.						
4.						
5.						
6.						
7.						
8.						
9.						
10.						
11.						
12.						
13.						
14.						
15.						
16.						

Signature: \_\_\_\_\_

**ADDENDUM IV.**

**STANDING COMMITTEES:**

Sign up sheet.

**Board of Directors:**

President, \_\_\_\_\_

Vice President, \_\_\_\_\_

Treasurer, \_\_\_\_\_

Secretary, \_\_\_\_\_

Membership Committee: Chair, \_\_\_\_\_

2. \_\_\_\_\_

3. \_\_\_\_\_

Publicity Committee: Chair, \_\_\_\_\_

2. \_\_\_\_\_

3. \_\_\_\_\_

Program Committee: Chair, \_\_\_\_\_

2. \_\_\_\_\_

3. \_\_\_\_\_

Exhibition Committee: Chair, \_\_\_\_\_

2. \_\_\_\_\_

3. \_\_\_\_\_

Telephone Tree Committee: Chair, \_\_\_\_\_

2. \_\_\_\_\_

3. \_\_\_\_\_

Historical Committee: Chair, \_\_\_\_\_

2. \_\_\_\_\_

3. \_\_\_\_\_

(Committee Chairs also serve on the Board of Directors.)