

**CONSTITUTION AND BY-LAWS
BUFFALO SOCIETY OF ARTISTS, INC.**

TABLE OF CONTENTS

CONSTITUTION

Topic	Page
FOREWORD	2
ART. 1. – NAME	3
ART. 2. – PURPOSE	3
ART. 3. – MEMBERSHIP	3
Associate member	3
Exhibiting member	3
Distinguished member	3
Student member	3
ART. 4. - OFFICERS	3
ART. 5. - BOARD OF DIRECTORS	3
ART. 6. - COMMITTEES	4
ART. 7. - EXHIBITION COMMITTEE	4
ART. 8. - EDUCATION COMMITTEE	4
ART. 9. - NOMINATING COMMITTEE	5
ART. 10.- COMMUNICATIONS COMMITTEE	5
ART. 11.- MEMBERSHIP COMMITTEE	5
ART. 12.- RESOURCE DEVELOPMENT COMMITTEE	6
ART. 13.- ANNUAL MEETINGS, NOMINATIONS AND ELECTIONS	6
ART. 14 – AMENDMENTS	7
BY-LAWS	
ART. 1. – MEMBERSHIP	7
ART. 2. - DUTIES OF OFFICERS	7
Sec. 1. President	8
Sec. 2. Vice-President	8
Sec. 3. Recording Secretary	8
Sec. 4. Corresponding Secretary	8
Sec. 5. Treasurer	8
ART. 3. - DUTIES OF THE BOARD OF DIRECTORS	8
ART. 4. – EXHIBITIONS	8
ART. 5. - DUES AND FINANCES	9
ART. 6. – MEETINGS	9
ART. 7. – AMENDMENTS	9

FOREWORD

Founded in April, 1891, the Buffalo Society of Artists is one of the oldest art organizations in Western New York and in the United States. The first exhibit was held on November 14, 1891, with nearly 200 works by 50 exhibitors. It was held in the Buffalo Fine Arts Academy galleries, located in the old Buffalo and Erie County Public Library in Lafayette Square. Thereafter, for over 120 years, one, two or more annual exhibits have been held locally, with prizes given. From its inception, the Society accepted both exhibiting artists and non-artists as members. In January 1894, the Society was incorporated by Ammi Farnham, Alice Russell Glenny, George B. Bridgman, Amos Sangster, Rose Clark, Mark Maycock, Eugenie Hauenstein, John Rother and William Arthur. The original incorporation papers are still on file in the Erie County Clerk's Office.

Early exhibits included the works of members and well-known non-members, such as Theodore Robinson, John Henry Twachtman, William Merritt Chase, Aubrey Beardsley and even French impressionists Claude Monet and Camille Pissarro. Society member Charles Burchfield exhibited regularly. When the Albright Art Gallery was being built in 1905, the Buffalo Society of Artists declined the Gallery's invitation to merge with it, which would have meant losing its name and identity.

Between 1900 and 1930, the Buffalo Society of Artists exhibitions were culturally and financially successful and important events on the social calendar. With the onset of the Depression, the Society focused on the plight of unemployed artists. It also held its celebratory dress balls and its monthly studio visits. In the 30's, due to disputes adherents of "Modern" art broke from the proponents of "Academic" art to form the Patteran Society, which ultimately disbanded. In 1935, the Buffalo Society of Artists, deemed by many as more "Academic" in its approach to art, filed expanded incorporation papers via Alex O. Levy and Josephine Lewis Nicholls (wife of artist Burr H. Nicholls). The Society's purpose in this filing was, "to encourage the production of creative art in Buffalo and its immediate vicinity, to help bring the general public to a better understanding and appreciation of art, to generate among both artists and laymen a justifiable pride in the achievements of local artists, to foster among the artists themselves a spirit of good fellowship and of loyalty to one another and to the aims of the Society." In 1938, the present day custom of awarding gold, silver and bronze medals was begun. In 1943, proceeds from Society exhibits were used to buy war bonds.

After World War II, the Buffalo Society of Artists continued annual exhibits including the Thumb Box exhibits of small works, begun in the 1890's. At the Allentown "courtyard" exhibits some artists' works routinely sold out. In 1963, photography was exhibited for the first time. From 1905 to 1977, exhibits had been held periodically at the Albright Art Gallery. In 1977, the Gallery no longer chose to sponsor any local artist group, ending the 75-year relationship, choosing. That same year, the Society led by Virginia Tillou, staged a successful protest against a brick wall that would have obscured the base of the McKinley Monument in downtown Buffalo.

Beginning in the 1970's, both the "Academic" and "Modern" branches of art came to be more fully represented in the Society. Also in the 1970's, the value of American art began to be realized in the national and international art market and the work of Society members from earlier years began to attract attention. Antique and art gallery owner, Dana Tillou held a successful retrospective of Alex O. Levy's artwork. Other artists "discovered" and commanding respectable prices through national and international dealers were Alexis Fournier, Clare Shuttleworth, Burr H. Nichols, James Francis Brown, Jane Peterson, Frank Penfold, Charles Reiffel, Edward Dufner, Walter Garver, Isabel Ross, Amos Sangster, Paul Bernard King, Eugene Speicher, Jonas Lie, Harry Leith-Ross, Frederick Devoll, Louise Upton Brumback, Roy Martell Mason, Florence Julia Bach, Charles Cary Rumsey, Virginia Cuthbert, and Ethelyn Cobb Pratt. Other "rediscovered" artists are continually being added to this list.

For well over 120 years, members of the Buffalo Society of Artists have produced and exhibited their art annually, semi-annually and more. They have continued through prosperous and lean times, weathering controversy from within and without, serving their muse. All the while, they have had the courage of their artistic convictions, producing their own unique original art. As the wheels of the art world move forward, the work of our earlier fellow members is finally being given the recognition it deserves. This delayed success and ultimate recognition of artistic merit should be enough to encourage us all to persevere.

CONSTITUTION

ART. 1. - NAME

The name of this organization shall be Buffalo Society of Artists, Inc., ("BSA").

ART. 2. - PURPOSE

Sec. 1. In furtherance of the purposes set forth in the Certificate of Incorporation of the Buffalo Society of Artists the purpose of the BSA shall be the advancement of visual art and the presentation of the finest artistic traditions by means of exhibitions, classes, lectures and other activities favorable to artistic expression.

ART. 3. - MEMBERSHIP

Sec. 1. Membership in the BSA shall be unlimited and shall consist of four classes known as (a) Exhibiting, (b) Distinguished, (c) Associate, (d) Student.

- (a) An Exhibiting member is one who is actively engaged in the creation of original visual art and who has been designated as eligible to exhibit in the regular juried exhibitions of the BSA by a Jurying Committee approved by the Board.
- (b) A Distinguished member is an Exhibiting member who is 80 years old or more.
- (c) An Associate member is any individual over the age of 18 who is interested in the purpose and mission of the BSA.
- (d) A Student Member is one who is enrolled in college or a graduate program and who is interested in the purpose the BSA.

Sec. 2. Only Exhibiting, Distinguished and Associate Members in good standing shall have the right to vote at meetings of the membership of the BSA ("Voting Members"). Student Members may serve on the Board in an advisory capacity.

ART. 4. – OFFICERS

The officers of the BSA shall consist of: President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer, all of whom shall be elected annually by and from the Board of Directors following the Annual Meeting. The term of office shall be for one year, or until their successors have been elected and installed.

ART. 5. - BOARD OF DIRECTORS

Sec. 1. Within the range of directors permitted by the Certificate of Incorporation, the size of the Board of Directors is hereby fixed at fifteen. The directors of the BSA may also be known as "councilors," as that term is used in the original Certificate of Incorporation of the Buffalo Society of Artists. The Directors shall be elected at the Annual Meeting. Five members shall be elected annually to serve for the term of three years.

Sec. 2. No fewer than eight Board Members shall be Exhibiting Members in good standing.

Sec. 3. No Directors shall serve for more than two consecutive terms. He/she may become a candidate for re-election one year after the expiration of his/her term of service.

Sec. 4. The Board of Directors may accept endowments and trust funds to be held in trust for any purpose specified by the donor.

ART. 6. – COMMITTEES

Sec. 1. The Board of Directors shall have the authority to appoint all committees and delegate to said committees such of its powers as it deems best, subject to applicable law.

Sec. 2. Standing Committees of the BSA shall be: Exhibition, Education, Nominating, Membership, and Communications, and Resource Development. All Standing Committee chairs shall be members of the Board of Directors.

Sec. 3. Special (ad hoc) committees may be appointed by the Board of Directors for stated functions.

Sec. 4. All committees shall report their activity regularly to the Board of Directors.

ART. 7. - EXHIBITION COMMITTEE

Sec. 1. The Chair of the Exhibition Committee shall be a member of the Board of Directors, and the committee shall consist of a minimum of four members (including the Chair).

Sec. 2. It shall be the responsibility of this committee to seek jurors and exhibit venues and work with the Resource Development Committee to secure awards donors for the regular exhibits of the BSA as well as for any special exhibits authorized by the Board. The Chair shall make at least quarterly reports to the Board of its progress in securing such jurors and venues. On majority vote of the Board of Directors, an officer shall sign contracts for the engagement of the exhibit venues. The Chair shall keep copies of all contracts and provide copies of said contracts to the Treasurer. The committee shall make every effort to secure jurors and venues at least three years in advance of exhibit dates.

Sec. 3. The committee shall be responsible for securing bids for postcard invitations for regular exhibits, booklet catalogues for the annual exhibit, and listings of work exhibited for any other regular exhibit, which shall be presented to the Board of Directors for its approval.

Sec. 4. The committee shall be responsible for helping to develop a mailing list of persons other than BSA members who have an interest in the BSA. The committee shall provide all names and contact information for the mailing list to the Corresponding Secretary. The committee shall mail postcard invitations to this mailing list as well as the BSA membership.

ART. 8. - EDUCATION COMMITTEE

Sec. 1. The Chair of the Education Committee shall be a member of the Board of Directors, and the committee shall consist of a minimum of four members (including the Chair).

Sec. 2. The Education Committee shall arrange for lectures, symposiums, panel discussions, demonstrations and other educational forums at the direction of the Board of Directors.

ART. 9. - NOMINATING COMMITTEE

Sec. 1. The Chair of the Nominating Committee shall be a member of the Board of Directors, and the committee shall consist of a minimum of three members (including the Chair).

Sec. 2. The Nominating Committee shall prepare a slate of candidates for members of the Board of Directors to fill expired and unexpired terms, as the case may be, and shall present such names to the Board of Directors at its regular meeting two months before the Annual Meeting for its approval.

ART.10. - COMMUNICATIONS COMMITTEE

Sec. 1. The Chair of the Communications Committee shall be a member of the Board of Directors, and the committee shall consist of a minimum of four members (including the Chair).

Sec. 2. The Communications Committee shall be responsible for promoting the regular and special exhibits of the Society as well as the general interests of the through the media, including but not limited to magazine, newspaper, brochure, poster and any other print, television, radio, telephone, and internet, social media, speaking engagements, newsletter or any other method that will publish the interests of the BSA.

Sec. 3. The Communications Committee shall be responsible for gathering newsworthy information of interest to the membership and shall arrange for newsletters to be mailed to the membership no more than eight times nor less than four times a year. The committee shall work with the Membership Committee to assure that all addresses are current, and shall include in Newsletters exhibit prospecti and the new Exhibiting Member prospectus. Newsletters will be sent electronically and will be available on the BSA website. The newsletter will be sent via hard copy mailing to those who request it.

ART. 11. - MEMBERSHIP COMMITTEE

Sec. 1. The Chair of the Membership Committee shall be a member of the Board of Directors, and the committee shall consist of a minimum of four members (including the Chair).

Sec. 2. The membership committee shall be responsible for keeping an accurate, up-to-date list of all BSA members in each of the four categories. The committee shall provide all names and contact information from the list to the Corresponding Secretary.

Sec. 3. The membership committee shall prepare the new Exhibiting member jurying prospectus which, upon approval of the Board of Directors, shall be included in the two BSA newsletters immediately preceding the jurying date(s) determined by the Board of Directors.

Sec. 4. The membership committee shall propose the location of the jurying process for Exhibiting membership to be approved by the Board of Directors. No one other than the Jurying Committee approved by the Board of Directors, the membership committee Chair and volunteers assisting the membership Chair shall be present during the new member jurying process.

Sec. 5. The President shall notify candidates in writing of the decision of the Jurying Committee regarding their designation as Exhibiting members.

Sec. 6. The membership committee shall be responsible for sending annual dues letters to members and receiving payments for membership, which payments shall be turned over to the Treasurer on a monthly basis. Members shall have two months in which to pay dues, after which dues shall be

considered past due.

ART. 12. – RESOURCE DEVELOPMENT COMMITTEE

Sec. 1. The Chair of the Resource Development Committee shall be a member of the Board of Directors, and the committee shall consist of a minimum of four members including the Chair and the Treasurer.

Sec. 2. The Resource Development Committee shall help the Board carry out its due diligence function related to assuring fiscal health through philanthropy and fund development by actively working to develop and implement a comprehensive resource development strategy.

Sec. 3. The committee shall help establish realistic contribution and revenue goals for the annual budget and shall devise an annual resource development plan for action by the Board.

Sec. 4. The committee shall monitor the progress and results of the resource development plan, evaluate return on investment (ROI) compared to the plan and engage the Board in strategic dialogue and decision-making regarding philanthropy and fund development.

Sec. 5. The committee shall provide leadership and engage fellow board members to take an active fundraising role in all annual and major fundraising initiatives. It will clearly articulate roles and performance expectations in fund development and assist fellow Board Members with completing essential board-level fundraising tasks.

Sec. 6. The committee shall organize training to educate the Board and individual Board members about the basic principles and best practices in fund development, including the design of a donor-centered organization, and will help the Board articulate the case for philanthropic support directed at specific audiences.

Sec. 7. The committee shall work to institutionalize the philanthropic process within the Board and its individual members and it shall help nurture a culture of philanthropy throughout the organization by assuring that all donors of time and money are respected and honored.

Sec. 8 The committee shall focus on building new relationships for the organization capable of making significant philanthropic investments and fostering a positive image of the organization within the community.

ART. 13. - ANNUAL MEETINGS, NOMINATIONS AND ELECTIONS

Sec. 1. The Annual Meeting of the BSA shall be held in the fall of each year at such place as may be designated by the Board of Directors at which time the election for five Directors and ~~Trustees~~ for the ensuing year shall be held.

Sec. 2. Voting for the election of directors shall be by secret ballot and may be done by paper or electronic (email) ballot. A majority shall be requisite to elect.

Sec. 3. A Nominating Committee of three members of the BSA, one of whom is a member of the Board of Directors, shall be appointed annually by the Board of Directors to prepare a slate of candidates for members of the Board of Directors, whose names shall be presented at the next regular Board of Directors' meeting for its approval and presented to the membership prior to ~~at~~ the Annual Meeting. A copy of the ballot shall be mailed either electronically by email or by postage to the membership at least

two weeks prior to the Annual Election.

Sec. 4. The Board of Directors shall place on the ballot the names of at least six candidates for the office of Directors.

Sec. 5. Nominations from the floor at the Annual Election shall be permitted.

ART. 14. – AMENDMENTS

This Constitution may be amended at any regular, special or annual meeting of the BSA by a two-thirds vote of the Voting Members present and voting provided the proposed amendment or amendments have been submitted in writing at the previous regular meeting and provided also a written notice containing the proposed amendment or such amendments has been sent to each Voting Member at least two weeks in advance of such meeting. Voting members will have an opportunity to vote electronically. Voting members who choose to vote by mail must do so by a deadline set by the Board of Directors.

BY-LAWS

ART. 1. – MEMBERSHIP

Sec. 1. Jurying of candidates for Exhibiting membership into the BSA shall be held ~~annually~~ regularly.

Sec. 2. Candidates for Exhibiting membership shall be required to submit three or more works of their own creation to a Board appointed Jurying Committee for review and approval.

Sec. 3. The dues for each membership designation shall be set by the Board of Directors.

Sec. 4. Any member whose dues have not been paid for more than one year may, upon decision of the Board and after being notified by the Secretary, be dropped from the role of membership.

ART. 2. - DUTIES OF OFFICERS

Sec. 1. **President** ... The President shall preside at all meetings of the BSA and of the Board of Directors, and shall perform all other duties pertaining to the office. The President shall be an ex-officio member of all committees without vote. He/she shall prepare an Annual Report to be read at the Annual Meeting after the Annual Election. This report shall be entered in a special book or digital file kept for this purpose and this book or digital file shall at all times be in the custody of the acting president until included in the BSA archives. No member shall serve more than three years in succession as president of the BSA.

Sec. 2. **Vice-President** ... The Vice-President shall, in the absence of the president, perform all the duties pertaining to the office of president.

Sec. 3. **Recording Secretary** ... The Recording Secretary shall keep a correct record of the proceedings of all meetings of the BSA and the Board of Directors in a suitable book or digital file provided by the BSA. The Secretary shall prepare a written agenda of all the business and correspondence to be considered at each meeting of the BSA and the Board of Directors, such agenda

to be given the presiding officer before each meeting. The Secretary shall keep a record of the terms of office of each Director and Officer. The Secretary shall notify all committees of their appointment, shall have custody of all records and papers of the BSA and at the expiration of his/her term of office shall turn over all such records and papers to the succeeding Secretary.

Sec. 4. **Corresponding Secretary** ... The Corresponding Secretary shall issue all notices of all meetings of the BSA and of the Board of Directors, shall conduct all general correspondence of the BSA and shall keep an accurate record of the same. The Corresponding Secretary shall be responsible for maintaining all mailing lists developed and used by the BSA.

Sec. 5. **Treasurer** ... The Treasurer shall collect and receive all monies due and payable to the BSA from any source. He or she shall have the care and custody of all funds and securities of the BSA and shall deposit the same in the name and to the credit of the Society in such depositories as may be designated by the Board of Directors. The Treasurer shall keep and file an accurate account of all receipts and disbursements in books or digital files belonging to the BSA and provided for that purpose. The Treasurer shall pay out monies and sign all checks, notes and orders for payment of monies and subject to the order by certificate of the Board of Directors, as certified by the President and Secretary. The Treasurer shall render to the President and Directors at regular meetings of the Board of Directors or whenever they may require it an account of transactions as Treasurer and of the financial condition of the BSA, and shall do the same at any meeting of the BSA. The Treasurer shall prepare and present at the annual meeting of the BSA a written report of all transactions as Treasurer during his or her incumbency. The Treasurer shall keep an accurate inventory of all properties owned by the BSA and a record of their location. Such inventory and record to be included in his or her annual report. The Treasurer shall furnish such bond as the Board of Directors may require. At the expiration of his or her term of office the Treasurer shall deliver to the successor all the funds, books and properties of the BSA.

Sec. 6. Any officer may be removed from office by a two-thirds vote of the members present at a regular meeting provided he has been notified of such proposed action at least two weeks previous to said meeting. Any officer failing to attend three consecutive meetings of the BSA or the Board of Directors shall, unless for a good and sufficient reason, forfeit his or her office. A vacancy in any office shall be filled for the unexpired term by a majority vote of the Directors.

ART. 3. - DUTIES OF THE BOARD OF DIRECTORS

Sec. 1. As soon as possible following the annual election, the Board of Directors shall hold a meeting for organization and the election of officers of the BSA.

Sec. 2. The Board of Directors shall have entire control and management of the affairs and property of the BSA, and shall make or authorize necessary contracts for its administration and shall make and file a report of its procedures to the BSA at the regular and annual meetings when so requested. Any vacancy on the Board of Directors shall be filled for the unexpired term by a majority vote of the Board of Directors.

Sec. 3. Regular meetings of the Board of Directors shall be held monthly. Nine members shall constitute a quorum at any Board of Directors meeting.

ART. 4. – EXHIBITIONS

Sec. 1. The BSA shall hold at least one exhibition each year to be known as the “Annual Catalogue Exhibition,” the date and duration of which shall be determined by the Board of Directors. When an admission fee is charged, exhibitors shall be admitted free.

Sec. 2. Three medals for meritorious work will be awarded at the Annual Exhibition: a gold, silver and bronze medal. Any other additional prizes will also be awarded by the judge at this time.

Sec. 3. The BSA shall use due care to protect and preserve from injury works of art left in its care, but it shall not be held liable for loss or damage without special written agreement to that effect, signed by the President of the BSA. Works whose safety is thus vouched for shall be insured for a sufficient amount to make good any loss or injury.

Sec. 4. Works of art placed in any exhibition cannot be withdrawn until the close of the exhibition except under extraordinary circumstances as determined by the Board of Directors.

ART. 5. - DUES AND FINANCES

Sec. 1. The amount of dues for each membership designation shall be determined by the Board of Directors.

Sec. 2. The BSA shall not incur liabilities beyond its assets for more than one hundred dollars without ten days notice of a meeting called for that purpose and without a two-thirds majority vote of the members present at such meeting unless a pledge shall be obtained from one or more responsible members for the amount of said proposed indebtedness.

ART. 6. – MEETINGS

Sec. 1. Regular meetings for the transaction of business of the BSA shall be called by the President. There shall be at least one general meeting besides the Annual Meeting each year.

Sec. 2. Roberts Rules of Order shall be authority in all questions of parliamentary law not covered by the Constitution and By-Laws or applicable law.

Sec. 3. Twenty-five per cent of the Voting Members shall constitute a quorum at any meeting of the BSA.

ART. 7. – AMENDMENTS

These By-Laws may be amended at any regular, special or Annual meeting of the BSA by a two-thirds vote of the Voting Members present and voting provided the proposed amendment or amendments have been submitted in writing at the previous regular meeting and provided a written notice containing the proposed amendment or amendments has been sent to each Voting Member at least two weeks in advance of such meeting. Voting members will have an opportunity to vote electronically. Voting members who choose to vote by mail must do so by a deadline set by the Board of Directors.