

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

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## 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 in the Buffalo Fine Arts Academy galleries, located in the old Buffalo and Erie County Public Library in Lafayette Square, with nearly 200 works by 50 exhibitors. Thereafter, for well over 100 years, one, two or more annual exhibits have been staged by the Buffalo Society of Artists locally, with prizes given. From its inception, the Society accepted both exhibiting artists and non-artists as members. In January, 1894, the Buffalo Society of Artists was incorporated by Ammi Farnham, Alice Russell Glenny, George B. Bridgman, Amos Sangster, Rose Clark, Mark Maycock, Eugenie Hauenstein, John Rother and William Arthur, and 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 Twachtman, William Merrit Chase, Aubrey Beardsley and even French impressionists Monet and Pissaro. 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 successful culturally and financially and were some of the most important events on the social calendar. With the onset of the Depression, the Society focused more on the plight of unemployed artists, although it still held celebratory fancy dress balls, and continued its regular monthly studio visits. In the 30's, internal disputes began to arise between adherents of "academic" art and "modern" art. Adherents of the "modern" school broke off to form the Patteran Society, now dissolved, and the Buffalo Society of Artists was deemed by many as proponents of "academic" art. In 1935, expanded incorporation papers were filed in the Erie County Clerk's Office by Alex O. Levy and Josephine Lewis Nicholls (wife of artist Burr H. Nicholls) which included as the Society's purpose: "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, annual exhibits by the Buffalo Society of Artists continued, including the Thumb Box exhibits of small works, begun in the 1890's, and "courtyard" exhibits in Allentown, at which some artists' works were 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, and in 1977, the Gallery ended the 75-year relationship, choosing to no longer sponsor any local artist group. In 1977, led by Virginia Tillou, the Buffalo Society of Artists and others 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 Buffalo Society of Artists, with most members supporters of their own as well as other styles.

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. Dana Tillou held a successful retrospective of the work of Alex O. Levy at his antique and art gallery. Other artists "discovered" by national and international dealers whose work now commands respectable prices are 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 Cuthburt, and Ethelyn Cobb Pratt. Other "rediscovered" artists are continually being added to this list.

For well over 100 years, members of the Buffalo Society of Artists have persevered, producing and exhibiting art annually, semi-annually or more frequently, continuing the operation of the Society through prosperous and lean times, weathering controversy from within and without, and serving their muse, all the while having the courage of their artistic convictions to produce their own unique original art. As the wheels of the art world move slowly 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., (the "Society").

### **ART. 2. - PURPOSE**

Sec. 1. In furtherance of the purposes set forth in the Certificate of Incorporation of the Society the purpose of the Society 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 this Society shall be unlimited and shall consist of four classes known as (a) Associate, (b) Exhibiting, (c) Distinguished, (d) Honorary.

- (a) An Associate member is one who is interested in the purpose of the Society but who is not yet eligible for Exhibiting membership.
- (b) An Exhibiting member is one who is actively engaged in the creation of original visual art and who is eligible to exhibit in the regular exhibitions of the Society.
- (c) A Distinguished member is an Exhibiting member designated by the Board for special service to the Society or a member who is 80 years old or more.
- (d) An Honorary member is a present or previous Buffalo or Western New York resident artist with a significant national or international reputation nominated by Society members or non-members and selected from time to time by the Board with advice from non-Society advisors of the Board's choice.

Sec. 2. Only Exhibiting Members in good standing shall have the right to vote at meetings of the membership of the Society ("Voting Members").

### **ART. 4. - OFFICERS**

The officers of this Society 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 twelve. The directors of the Society may also be known as "councilors," as that term is used in the original Certificate of Incorporation of the Society. The Directors shall be elected at the Annual Meeting of the Society. Four members shall be elected annually to serve for the term of three years.

Sec. 2. 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. 3. Not more than two members of the class of four Directors whose terms expire shall be candidates for immediate re-election.

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. - BOARD OF TRUSTEES**

Sec. 1. The Board of Trustees shall consist of no less than five members who need not be members of the Society and who shall serve terms of five years each. Trustees shall be elected at the Annual Meeting of the Society. The President and Treasurer of the Society shall be ex-officio members of the Board of Trustees. The Board of Trustees shall meet no less than twice each year and once each year with the Board of Directors at a regular Board of Directors meeting.

Sec. 2. The Board of Trustees shall advise the Board of Directors on any matters relative to the Society including funds which the Society may acquire, these to be held in trust and invested only in such securities as are permitted by the laws of the State of New York for the investment of trust funds and governing Savings Banks, the interest from such investments to be placed in the custody of the Treasurer of the Society to be drawn as herein provided.

## **ART. 7. – 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 Society shall be: Exhibition, Education, Nominating, Membership, and Communications. All Standing Committee chairs shall be members of the Board of Directors.

Sec. 3. Special committees, whether composed of directors or others, may be appointed by the Board of Directors, for stated functions.

## **ART. 8. - EXHIBITION COMMITTEE**

Sec. 1. The Chair of the Exhibition Committee shall be the Vice-President of the Board of Directors, and the committee shall consist of a minimum of six members (including the Chair).

Sec. 2. It shall be the responsibility of this committee to seek jurors and exhibit venues and secure awards donors for the regular exhibits of the Society. The committee also may seek jurors and venues and secure awards donors 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 and shall present prospective jurors and venues to the Board for its acceptance or declination. 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 Secretary and 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 maintaining a mailing list of persons other than Society members who have an interest in the Society and shall mail postcard invitations to this mailing list as well as the Society membership and Trustees.

## **ART. 9. - 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. 10 - 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 and Board of Trustees 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. 11 - 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 six 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 Society through the media, including but not limited to magazine, newspaper, brochure, poster and any other print, television, radio, telephone, and internet, speaking engagements, newsletter or any other method that will publish the interests of the Society.

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 six times nor less than three 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. In lieu of hard copy mailing, newsletters may be sent electronically to those members who so request.

Sec. 4. The Communications Committee shall report its activity regularly to the Board of Directors.

## **ART. 12. - 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 Society members in each of the four categories.

Sec. 3. The committee shall prepare the annual new Exhibiting member jurying prospectus which, on approval of the Board of Directors, shall be included in the two Society newsletters immediately preceding the jurying date determined by the Board of Directors.

Sec. 4. The 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 Board of Directors shall be present during the new member jurying process.

Sec. 5. The President shall notify candidates in writing of their subsequent acceptance or declination as Exhibiting members.

Sec. 6. The 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. 13. - ANNUAL MEETINGS, NOMINATIONS AND ELECTIONS**

Sec. 1. The Annual Election of the Society 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 four Directors and Trustees for the ensuing year shall be held.

Sec. 2. At the annual meeting for the election of directors, all voting shall be by secret ballot and a majority shall be requisite to elect.

Sec. 3. A Nominating Committee of three members of the Society, 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 and Board of Trustees, whose names shall be presented at the next regular Board of Directors' meeting for its approval and presented at the Annual Meeting. A copy of the ballot shall be mailed 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 and at least two for the office of Trustee.

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

Sec. 6. All nominees, except Trustees of the Society, shall be chosen from Exhibiting members.

## **ART. 14. – AMENDMENTS**

This Constitution may be amended at any regular, special or annual meeting of the Society 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.

## **BY-LAWS**

### **ART. 1. – MEMBERSHIP**

Sec. 1. Jurying of candidates for Exhibiting membership into the Society shall be held annually.

Sec. 2. Candidates for Exhibiting membership shall be required to submit three or more works of their own creation to the Board of Directors for a majority vote of 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 Society 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 kept for the purpose and this book shall at all times be in the custody of the acting president. No member shall serve more than three years in succession as president of the Society.

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

Sec. 3. **Recording Secretary** ... The Recording Secretary shall keep a correct record of the proceedings of all meetings of the society and the Board of Directors in a suitable book provided by the Society. The Secretary shall prepare a written agenda of all the business and correspondence to be considered at each meeting of the Society 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 Society 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 Society and of the Board of Directors, shall conduct all general correspondence of the Society and shall keep an accurate record of the same.

Sec. 5. **Treasurer** ... The Treasurer shall collect and receive all monies due and payable to the Society from any source. He or she shall have the care and custody of all funds and securities of the Society 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 belonging to the Society 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 Society, and shall do the same at any meeting of the Society. The Treasurer shall prepare and present at the annual meeting of the Society 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 Society 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 Society.

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 Society 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 Society.

Sec. 2. The Board of Directors shall have entire control and management of the affairs and property of the Society, and shall make or authorize necessary contracts for its administration and shall make and file a report of its procedures to the Society 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. Seven members shall constitute a quorum at any Board of Directors meeting.

#### **ART. 4. – EXHIBITIONS**

Sec. 1. The Society shall hold at least one exhibition each year to be known as the “Annual 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. The Board of Directors shall select a judge or judges for the annual exhibition.

Sec. 3. 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. 4. The Society 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 Society. Works whose safety is thus vouched for shall be insured for a sufficient amount to make good any loss or injury.

Sec. 5. 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 Society 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 Society 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 Society.

#### **ART. 7. – AMENDMENTS**

These By-Laws may be amended at any regular, special or Annual meeting of the Society 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.