

A nonprofit's bylaws are its second most important document; the first being its articles of incorporation. Bylaws are written to cover basic governance matters, that is, bylaws serve as an association's operating manual. The bylaws must be in compliance with State nonprofit laws, but with regard to daily management of the association, the group can choose its own rules as long as they do not violate state law. If for some reason a nonprofit's bylaws do not address a specific issue, state laws will kick in. Consequently, it is important for the association to address all issues regarding governance and management of the association in detail.

The HAA bylaws were originally written in 1970 and have been in place for 34 years with only one minor revision in 2010 changing the time of meetings. In order to bring the bylaws up-to-date with current nonprofit practices and using updated wording, the bylaws have been rewritten in accordance with the following publication: **BYLAWS AND BOARD GOVERNANCE Standards for Excellence Institute and Maryland Association of Nonprofit Organizations**. As a result, the new bylaws are significantly longer than the original version; however, the revised bylaws are designed to meet the current needs of the organization and every attempt has been made to address all operating procedures and ground rules for resolving all possible issues that may arise within the association. This is necessary in order maintain the integrity of the association. It is important to keep in mind that bylaws are not set in stone and can be modified as necessary. It is hoped that the newly revised version will provide enough detail that additional modifications will not be necessary for some time.

Although the revised bylaws are verbose, there are only a few major changes that should be brought to the membership's attention. The major revisions are detailed below.

1) Original - Article III, Membership - only three membership categories, Individual, Family, and Fulltime Student.

Revised - Article II, Membership Section 2: Categories of Membership - The revised bylaws have expanded the membership to include Youth, Lifetime Member, and Patron Member. In addition, the revised bylaws clarify the qualifications and rights of members for each category.

2) Original - Article V, Dues - dues are due no later than Jan 1st of each year.

Revised - Article II, Membership Section 3: Dues - dues are due no later than Jan 31st of each year [it was felt that a grace period should be allowed – records show that most people tend to pay their dues during the month of Jan].

3) Original - Article VI - Meetings - The regular meeting of the association shall be held on the fourth Sunday in the months of January, February, March, April, September, October, and November. May and December meetings are arranged for social activities, and holiday celebrations, respectively.

Revised - Article III, Membership Meetings, Section 1: Business Meetings - business meetings shall be held quarterly [Attendance at business meetings is down significantly compared to "pre-gallery" days and continues to decline. One explanation is that our members are better informed on a regular basis through our website, electronic notices, and enhanced e-newsletters. In addition, our members see each other frequently at the gallery and at other extended HAA activities that were not available 7 plus years ago. Consequently, members do not need to attend monthly meetings to stay informed of HAA happenings or for social interaction.]

The remainder of the revised bylaws addresses issues such as executive board duties, board membership, voting, standing committees, elections, and financial matters.

The additional wording is that which is recommended by State law and does not necessarily represent a change to the existing bylaws, but provides greater detail with respect to these functions. The more detail the less our procedures are subject to misinterpretation. Please take time to review these documents and come to the November 23rd meeting prepared to discuss and vote on the changes. Any amendments to bylaws requires a two-thirds vote of those members present at a regular meeting, so your input is necessary to move forward with the process of revising our bylaws. Please keep this in mind and plan on attending the November meeting.

From Pam Burton, President

See attached PDF Bylaws-rewritten-2014