

Approved 10/1/2023

**BYLAWS OF THE
STONES RIVER CRAFTSFAIR ASSOCIATION (DBA: Stones River Crafts Association)**

ARTICLE I. Name

The name of this corporation shall be Stones River Craftsfair Association, DBA : Stones River Crafts Association, hereinafter referred to as “SRCA” or “Association.”

ARTICLE II. Purpose

The Stones River Crafts Association is established to develop, encourage, promote, and preserve fine crafts in the Rutherford County / Stones River region. The Stones River region is defined as the geopolitical/county areas of Tennessee that are affected by the Stones River watershed which includes or serves as a portion of Rutherford, Bedford, Cannon, Davidson, and Wilson counties. Source: <https://tdeconline.tn.gov/Stones/>

ARTICLE III. Objective

Section 1. To continue and to build upon the success of the Craft Artist Studio Tour (aka Art Studio Tour)

- a. This shall include the tradition of showcasing studios, demonstrations, and guest artists.
- b. To further enrich the Art Studio Tour experience, non-craft artists may be invited to participate and be prepared to demonstrate their artistic processes per Studio Tour tradition.
- c. In the event of non-craft artists applications as Tour Host, the board shall determine by majority vote the degree of acceptance of said applicant.
- d. When a determination is considered to add any non-craft artist sites to the Studio Tour the following formula will be used. With three or four Craft Studio Hosts/one Art Host may be accepted, five Craft Studio Hosts/two Art Hosts may be accepted, and with six Studio Hosts/three Art Hosts may be accepted.

- e. The SRCA Board shall determine the ratio of Craft Artist to Art Studios when there are seven or more Craft Studios serving as Host.
- f. All Hosts are expected to maintain the Tour's tradition of demonstrations and presenting fine craft creatives and artists as guest artists.

Section 2. To establish and evolve a fine arts and fine crafts fair that will showcase locally produced professional crafts and artists in and around Murfreesboro, Rutherford County, and the Stones River watershed, with only the highest quality of crafts and art allowed for presentation and display in a festival setting

- a. Recognizing the importance of our community's related-arts and community creatives, the term fair is noted as any event under the following headings: Crawl, Fair, Festival, or additional Tours, referred to forthwith as "other" or "event" and developed outside of the parameters of the traditional Art Studio Tour held each November.
- b. "Other" events may incorporate the broad range of fine craft, fine art, performance, and other related creative activities found within the Stones River watershed as defined.
- c. "Other" events will develop their provisions of operation, and purpose within a standing committee with the advice and consent of the SRCA board.

Section 3. To elevate and maintain standards of design and craftsmanship while encouraging individual expression among our area's large and diverse crafts community

Section 4. To publish and promote the availability of fine crafts while enhancing community awareness of the creative crafts energy already existent through our local craft professionals

Section 5. To enliven our community's visual complexion through the use of fine crafts on the interiors, exteriors, and green spaces of our public and business facilities

Section 6. To involve and encourage youth in the creativity, production, and display of fine crafts through discussions, internships, shows, and other avenues of educational benefit that will nurture their artistic ideas and concepts

Section 7. To develop a pool of craft artists to be available for commissions, forums, workshops, and presentations to interested groups, organizations, and public events

ARTICLE IV. General Membership

Section 1. Eligibility

General membership is open to any individual, group, or organization interested in the objectives of SRCA.

Section 2. Rights

Each general member in good standing shall have one vote.

Section 3. Classification

a. Craft Artist

A full or part-time professional artist who demonstrates a respect for quality techniques and design in his/her chosen craft as determined by the Standards Policy of the SRCA.

b. Member

Any individual associated with crafts in some way other than by its production, and any artist or community supporter of the SRCA's goals and objectives.

c. To participate in the Studio Tour as a Studio Host, as a guest artist, or in other SRCA events membership is required as either Craft Artist or Member.

Section 4. Dues

a. Dues shall be payable by January 1st for that calendar year.

b. To be a member in good standing, dues must be current.

c. Dues shall be set by the Board of Directors and may be changed from time to time.

ARTICLE V. Board of Directors

Section 1. Composition

The board of directors shall consist of all Studio Tour hosts and the elected association officers. All directors must be members in good standing. Membership on the board of directors shall continue until the member is no longer a Tour host or until resignation.

Section 2. General Powers

The board of directors shall constitute the governing body of the corporation. The executive committee shall manage the business and affairs of the corporation. It shall have all powers necessary to carry out the objectives of the corporation as set forth in Article 2. The board may accept on behalf of the corporation, any contribution, bequest, or devise.

Section 3. Meetings

- a. Meeting of the board of directors shall be held at least once each year, at a reasonable time and place designated by the president. The president may designate additional meeting dates. One third of the board members then sitting may, by written request, schedule additional meetings.
- b. The Executive Committee shall meet at least once a quarter.

Section 4. Notice of Meetings

Meeting notice may be given in writing, in person, by telephone, or by any other reasonable method. Notice will be given at least two weeks in advance.

Section 5. Waiver of Notice of Meeting

A director may, in writing, waive notice of any meeting of the board of directors either before or after the meeting, and such waiver shall be deemed the equivalent of giving notice. Attendance of a director at a meeting shall constitute waiver of notice of that meeting, unless attendance is for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

Section 6. Adjournment

A meeting of the board of directors may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Section 7. Informal Action

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, the action shall be as valid as though it had been authorized at a meeting of the board.

Section 8. Attendance by Telephone

If a member is not reasonably able to attend a meeting, a majority of the members present may authorize participation by telephone, so long as the absent member can hear or be advised of the discussion of business, and other members can hear or be advised of the absent member's votes or comments. A member participating by telephone may count toward a quorum.

Section 9. Resignations

Any director may resign at any time by giving notice of resignation to any officer of the board. Any Tour host who resigns as director will forfeit participation in the Studio Tour.

Section 10. Quorum

A quorum shall be 50% of the directors then sitting.

Section 11. Proxy Voting

- a. There shall be no proxy voting.
- b. The president will vote only in the event of a tie vote.

Section 12. Committees

The board of directors may appoint any committee it deems necessary to help fulfill its functions.

Section 13. Compensation of Board Members

No member of the board of directors shall receive any salary or compensation for their services as director. No member shall receive any service or benefit not provided to the general public. Members may receive reimbursement for out-of-pocket expenses incurred while conducting authorized business on behalf of the corporation. Members shall be entitled to receive reasonable fees for goods or services rendered to the corporation in capacities other than as members of the board.

ARTICLE VI. Membership Meetings

Section 1. Annual Meeting

A meeting during the first quarter of the year shall be designated as the “Annual Meeting,” at which new officers are elected and other annual business is conducted.

Section 2. Special Meetings

Special meetings may be called for any purpose by the executive board, the board of directors, and/or on a petition of 20 percent of the general membership in good standing.

Section 3. Meeting Notification

All general members shall be notified in writing of date, time and place at least two weeks in advance of any meeting.

Section 4. Voting List

The secretary, at least three days prior to the general membership Annual meeting, special election, or any meeting concerning bylaw change, shall prepare a list of members eligible to vote. The list shall be available for at least two days prior to the meeting for inspection by any member.

Section 5. Quorum

At general membership meetings, those members in good standing present shall constitute a quorum.

ARTICLE VII. Officers

Section 1. Officers

The board of directors shall have a president, an Art Studio Tour vice-president, an Event vice-president, a secretary, and a treasurer. Any person may hold two or more offices, except that the president shall not also be vice-president, secretary or treasurer. All candidates for president must have completed one year of service as director.

Section 2. Duties of Officers

a. The president shall exercise those duties pertaining to the general supervision of the work of the association and shall act as the chief executive officer, presiding over all meetings of the board, the board of directors and the membership. The president shall represent the SRCA to the general public and shall have such other powers and duties as may be assigned by the board of directors.

b. The Art Studio Tour vice-president shall carry out the duties of the president when the president is absent or incapacitated; shall have the same power and duties as the president when acting in that capacity; and shall perform whatever duties the board may from time to time assign.

c. The Event vice-president will chair the Fair/other Committee and shall carry out the duties of the president when the president and the Art Studio Tour vice-president are absent or incapacitated; shall have the same power and duties as the president when acting in that capacity; and shall perform whatever duties the board may from time to time assign.

d. The secretary shall have charge of such books, documents and papers as the board of directors may determine; shall keep, or cause to be kept, a true and complete record of the meetings of the board of directors; shall give, or cause to be given, notice of all meetings of the directors; shall keep, or cause to be kept, a record containing the names, alphabetically arranged, of all persons who are members of the corporation, showing

their places of residence, as well as the names of persons entitled to participate in corporation affairs. Such books shall be open for inspection as provided by law. The secretary shall, in general, perform all the duties incident to the office of secretary subject to the control of the board of directors and shall perform other duties as may be prescribed by the board of directors.

e. The treasurer shall have custody of all corporate funds, property, and securities subject to such regulations as may be imposed by the board of directors. The treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements and shall deposit, or cause to be deposited all corporate funds and other valuable effects in the name of and to the credit of the corporation in a depository or depositories designated by the board of directors. Corporate funds may be deposited only in banks or institutions which are insured by the Federal Deposit Insurance Corporation, the Federal Savings and Loan Insurance Corporation or the National Credit Union Share Insurance Fund. The treasurer shall give to the president or the board, on a quarterly basis, an account of transactions as treasurer and of the financial condition of the corporation and shall, in general, perform all duties incident to the office of treasurer, subject to the control of the board of directors. The treasurer shall be responsible for the payment of bills in a timely manner. Transfer of money shall be by joint signature of the treasurer and the president.

Section 3. Executive Committee

The executive committee shall be composed of the officers of the board of directors.

Section 4. Election and Terms

a. The officers shall be elected from the general membership by the general members in good standing. The term of office shall be for one year. Any officer may be re-elected to a consecutive term.

b. Upon passage of these bylaws, the current vice-president shall serve as the Art Studio Tour vice-president.

c. The Event vice-president shall be appointed for the remainder of the 2023 officer terms period by the President with consent from the board.

d. Upon passage and completion of Section 4. Election and Terms part a, Sections b, c and d shall be removed from these bylaws.

ARTICLE VIII. Staff

Section 1. Executive Director

There will be no paid executive director.

Section 2. Other Staff

Staff hired shall be supervised by and accountable to the president.

Section 3. Hiring policies

Hiring shall be conducted in full compliance with the corporation's anti-discrimination policy. The corporation shall hire no employees who are members of the immediate family (spouse, grandparent, parent, brother or sister, son or daughter) of any board member, or of any person who will supervise the employee.

ARTICLE IX. Finances

Section 1. Fiscal Year

The fiscal year shall run from January 1 to December 31.

Section 2. Budget

The board of directors shall prepare and adopt a budget at its first meeting each year.

Section 3. Annual Financial Statement

The corporation shall prepare and make available to all members an annual financial statement.

Section 4. Fiscal Policy

The board shall adopt and from time to time review a fiscal policy setting out a formal procedure that shall govern internal controls; the signing of

checks; the obligation of funds; approval of contracts, leases, deeds and mortgages; and other significant aspects of the organization's fiscal operation. The fiscal policy shall assure that the corporation shall have sound financial controls that are appropriate, under generally accepted accounting principles, to its size and purpose.

Section 5. Seal

The corporation will not use a common seal. The signature of the name of the corporation by an authorized person shall be legal and binding.

ARTICLE X. Parliamentary Procedures

Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

ARTICLE XI. Amendments of the Charter and Bylaws

The charter and these bylaws may be amended, supplemented, or repealed by a two-thirds vote of the directors present at any meeting at which a quorum is present. Before directors may vote on an amendment to the charter or bylaws, notice must be given to directors of the proposed amendment at a prior meeting of the board, or in no case less than 30 days before the amendment is to be considered. These bylaws shall become effective upon approval by the board of directors.

ARTICLE XII. Statement of Nondiscrimination

The corporation shall not discriminate against any person in the hiring of personnel, election of board members, provision of service to the public, the contracting for or purchasing of services or in any other way, on the basis of race, color, sex, national origin, disabling condition, age, or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

Approved: _____