

Association of Latin American Art By-Laws

ARTICLE I: NAME

This Association shall be known as the "Association for Latin American Art" (ALAA).

ARTICLE II: PURPOSE

The purposes of this Association are:

1. To encourage the highest standards of scholarship, connoisseurship, and teaching in the history and criticism of the art of Latin America and to further this objective in institutions of higher learning and of public service, such as colleges, universities, art schools, museums, and other art organizations of all nations.
2. To publish such journals, monographs, bulletins, papers, or reports as are desirable and feasible to provide for the dissemination of the results of scholarly research, the judgments of critical thought on the fine arts of Latin America, and all other information valuable to the purposes of the Association.
3. To hold annual meetings for the purpose of conducting the business of the Association and encouraging discussions concerning Latin American art.
4. To encourage and support those groups and activities that serve to evaluate the standards of teaching and curricula, improve the materials of teaching, and advance generally the cause of learning in the art of Latin America at the secondary, undergraduate, and graduate level.
5. To encourage professional relationships with other organizations and learned societies that serve similar purposes in the fine arts or other disciplines.
6. To examine when appropriate the policies of all governmental agencies with regard to the arts of Latin America and to lend the support of the Association wherever its basic interests are involved.
7. To encourage qualified students in the study of Latin American art, and to this end to seek ways and means of establishing scholarships, fellowships, and awards for academic achievement and promise.
8. To seek support from foundations, philanthropic organizations, or individuals for specific programs or activities germane to the purposes of the Association.
9. In proper instances, to administer funds contributed to the Association in order to finance pertinent conferences, meetings, symposia, surveys, studies, exhibitions, and similar activities.
10. To assist members of the profession and institutions in locating and filling positions on the staffs of colleges, universities, art schools, museums, foundations, government agencies or commissions, and other organizations engaged in activities or programs consonant with the purposes of the Association.

ARTICLE III: MEMBERSHIP

Section 1.

There shall be six (6) classes of membership in the Association--

Active, Individual Sustaining, Institutional, and Institutional Sustaining--as follows:

- a. Active Membership: All persons interested in Latin American art are eligible for Active Membership.

- b. Student Membership: All persons interested in Latin American art who are currently enrolled as students are eligible for Student Membership.
- c. Retired Membership: All persons interested in Latin American art who have retired from full-time employment are eligible for Retired Membership.
- d. Individual Sustaining: This class of membership shall be available to all individuals who wish to pay \$100 or more annually in membership dues. Notice of Individual Sustaining Members shall be published at least once annually by the Association. Individual Sustaining Members shall be Active Members of the Association.
- e. Institutional Membership: Institutional Membership shall be available to all public and private institutions, firms, associations, and corporations, their divisions and departments.
- f. Institutional Sustaining Membership: Institutional Sustaining Membership shall be available to those eligible for Institutional Membership who wish to pay \$500 or more annually in membership dues.

Section 2. Any person or institution, upon application and payment of proper fees, shall become a member of the Association in the appropriate class of membership. Active, Student, Retired, and Individual Sustaining Members shall be entitled to have full and unlimited privileges of the Association. Institutional and Institutional Sustaining members shall be entitled to receive all periodicals of the Association, and send one non-voting representative to each meeting, and shall have such other privileges as may be authorized by the Executive and shall have such other privileges as may be authorized by the Executive Committee, but shall not be entitled to vote at meetings of the membership.

Section 3. Dues of Members.

The dues of members of the Association shall be as follows:

Active Membership \$30.00

Student Membership \$20.00

Non-US Address Membership \$20.00

Retired Membership \$15.00

Individual Sustaining Membership \$100.00

Institutional Membership \$50.00

Institutional Sustaining Membership \$500.00. Membership in the Association shall be on an academic year basis, with annual dues payable in full on the first day of October. Members joining the Association after the first day of any academic year shall pay the full amount of annual dues.

ARTICLE IV: MEETINGS OF THE MEMBERS

Section 1. An Annual Meeting of the members of the Association for the election of the Executive Committee and the transaction of such other business as may properly come before the Meeting shall be held at a place and on a date and time fixed by the Executive Committee. A Notice of the Annual Meeting shall be sent to all members at least thirty (30) days prior to the date designated for the Meeting.

Section 2. All Notices shall be printed or written and signed or authorized by the Secretary-Treasurer (or in the event of his death, resignation, incapacity, or absence, by

the President), and shall state the purposes, date, time, and place of the Meeting. The Notice of the Meeting shall include all resolutions to be introduced at the Annual Meeting. Resolutions to be proposed at the Annual Meeting must be approved by the Executive Committee or must be submitted in writing and signed by at least five members, to the Secretary-Treasurer at least 60 days prior to the Annual Meeting.

Section 3. Special Meetings. Special Meetings of the members for purposes other than those normally handled at the Annual Meetings may be called by a resolution of the Executive Committee or of the President or may be called by the President or Secretary-Treasurer at the request in writing by fifteen members. Such a request shall state the purpose of the proposed meeting. At special meetings, no business shall be transacted except that which is specified in the Notice of Meeting and matters germane to it. Notices of Special Meetings shall be sent to all members at least fifteen days prior to the meetings. These Notices shall contain the same specifications as required for the Notice of the Annual Meeting.

Section 4. The presence in person or by written proxy of ten (10) members entitled to vote shall be required to constitute a quorum at all meetings of the members for the transaction of business. Failing a quorum, those present shall have the power to adjourn the meeting from time to time without notice until a quorum is obtained.

Section 5. Each member entitled to vote shall be entitled at every meeting to cast one vote in any election or upon any subject before the meeting. Such a vote may be cast in person or by written proxy executed by the member.

ARTICLE V: EXECUTIVE COMMITTEE

Section 1. Number and Classes. The Executive Committee shall consist of the three officers described in Sections 3-4.

Section 2. Duties. The Executive Committee shall have charge of the general interests of the Association, being vested with the power to control and manage the affairs, funds, and finances of the Association, to borrow money on behalf of and pledge for the purposes of the Association, and to authorize and direct the President and Secretary-Treasurer to execute under their hands and seals, notes, bonds or other evidences of indebtedness, and to sign, execute, and deliver mortgage or other pledge or pledges of any or all of the Association's property, real or personal, and security for the payment of the same; call regular and special meetings of the members of the Association; make nominations for election to the Executive Committee; fill vacancies of the Executive Committee caused by death, resignation, or failure to elect, such appointees to hold office until the next annual election; and to do lawful things which they may deem expedient to promote the business and interests of the Association.

Section 3. President. The President shall be the Chief Executive Officer of the Association; shall preside at all meetings of the members of the Association and of the Executive Committee; appoint committees; and perform all other duties usually devolving upon a presiding officer or as the Executive Committee may assign to him or her. In the absence of the President, his or her duties shall devolve successively upon

the Vice President. In the event of his or her resignation or otherwise, the Vice-President shall succeed to the office of the President.

Section 4. Vice President. The Vice President shall also be the President-Elect and shall succeed the President at the end of his or her term of office. The Vice President shall perform such duties as may be imposed upon him or her by the Executive Committee. If, at the moment of regularly scheduled transition of officers, the Vice-President is unable to accept a term of presidency, the Secretary-Treasurer is empowered to become the President-Elect.

Section 5. Secretary-Treasurer. The Secretary-Treasurer shall notify each member of the Executive Committee of its meetings, and all other members of the Association of all Special and Annual Meetings; issue all other authorized notices to members or other persons; attend all sessions of the Executive Committee and all meetings of the members of the Association, and act as Clerk thereof, and record all votes and the minutes of all proceedings in a book to be kept for that purpose; and perform such other duties as the Executive Committee may assign to him or her. The Secretary-Treasurer shall also collect and have custody of the funds and securities of the Association and in a custodial or fiduciary capacity of any other funds as directed by the Board of Directors, and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Association; shall deposit all moneys and assets in the name and to credit of the Association in such depository as may be designated by the Executive Committee. He or she shall disburse such funds against proper vouchers and shall render to the Association at the Annual Meeting (or as requested by the Executive Committee) a full written report of all his or her transactions and of the financial condition of the Association.

Section 6. Tenure. To assure continuity, the Vice President shall also serve as President-Elect. The President, Vice-President, and Secretary-Treasurer will serve three-year terms. These terms will be as follows: a. President: 1988, 1990, and every three years thereafter; b. Vice-President: 1988, 1990, and every three years thereafter. c. Secretary-Treasurer: 1988, 1990, and every three years thereafter. In the event of resignation or incapacity of both President and Vice-President simultaneously, or in the event that the Vice-President/ President-elect is unable to accept the Presidency, the Secretary Treasurer will become President-Elect.

Section 7. Nomination and Election. Nominations shall be made by the Executive Committee, by a written nomination signed by ten or more Active Members and submitted to the Secretary at least forty-five days prior to the Annual Meeting, and by a nomination from the floor at the Annual Meeting. Nominations made by the Executive Committee and those appropriately submitted in writing to the Secretary-Treasurer shall be circulated to the membership prior to the Annual Meeting. Election shall be by ballot of the members at such meeting. All members of the Executive Committee shall continue to hold their offices until their successors are elected and shall qualify.

Section 8. Meetings. Regular meetings of the Executive Committee shall be held at least once each year, at a time and place to be fixed by the Committee through resolution or

as may be specified in the written Notice of any meeting, circulated at least seven days prior to the meetings. Meetings may be held at any time without notice, if all the members of the Committee are present or if those not present waive notice of the meeting in writing. Special meetings of the Committee may be called at any time by the President, whenever requested by three members of the Committee. Two of the members of the Committee shall constitute a quorum at all meetings of the Executive Committee; and a majority vote of those in attendance shall control its decisions.

Section 9. Unanimous Consent. Wherever the vote of the Executive Committee is required or permitted to be taken in connection with any action of the Association a meeting of the Executive Committee may be dispensed with if all members of the Executive Committee consent in writing to the action proposed. Such consent shall have the same force and effect as an unanimous vote at a regularly called meeting and will be placed in the minute book.

Section 10. Vacancies. In case of the death or resignation of a member of the Executive Committee, during his term of office, the Executive Committee is empowered to fill the vacancy until a special election can be held at the annual business meeting, for a term of office to conclude at the next regularly scheduled General Election.

Section 11. Indemnification of Members of the Executive Committee. Each member of former member of the Executive Committee shall be, and hereby is, indemnified by the Association against liabilities imposed upon him and expenses actually and reasonably incurred by him or her in connection with any claim made against him or her, or the defense of any action, suit or proceeding to or in which he or she is or may be made a party by reason of his or her being or having been such a member of the Executive Committee, and against such sums as independent counsel selected by the Executive Committee shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with a view of avoiding expenses of litigation; provided, however, that no member of the Executive Committee shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty, or with respect to any matters which shall be settled by the payment of sums which counsel selected by the Executive Committee shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation, or with respect to matters for which such indemnification would be against public policy. Such right of indemnification shall be in addition to, but shall not exclude, any other rights to which members of the Executive Committee may be entitled.

ARTICLE VI: RESIGNATIONS

Section 1. Any member of the Executive Committee may resign his or her office at any time, such resignation to be made in writing and to take effect from the time of its acceptance by the Committee. The acceptance of a resignation shall be required to make it effective.

Section 2. Any member of the Association may resign from membership in the Association, such resignation to be made in writing and to take effect upon receipt.

ARTICLE VII: INTERPRETATION OF THE BY-LAWS

Section 1. All questions on construction of the By-Laws shall be decided by the Executive Committee, and such decisions shall control until reversed, or altered, or approved by the members of the Association at a meeting.

ARTICLE VIII: AMENDMENT OF THE BY-LAWS

Section 1. The By-Laws of the Association may be amended, added to, rescinded, or repealed by a two-thirds vote at any meeting of the members, notice of the proposed change to be given in the Notice of Meeting; provided, however, that in the event of an emergency so declared by the Executive Committee, the By-Laws of the Association may be modified, amended, or changed by the Committee, effective immediately, but subject to rescission if the changes shall not be submitted to and ratified by two-thirds of the members of the Association present in person or by proxy and voting at the next succeeding Annual Meeting.

Last Amended: February 2011, Annual Business Meeting in New York City.