

SAN FRANCISCO ART DEALERS ASSOCIATION, INCORPORATED

Article I. The name of the organization is “San Francisco Art Dealers Association.”

Article II. Purpose: The organization’s purposes are to develop, sponsor, promote and carry out plans, programs and activities directed toward expanding the art world in the San Francisco Bay Area. To increase the confidence of the public, collectors, museums and artists in responsible fine art dealers; and to engage in all lawful activities which will be of benefit to the members of the organization.

Goals:

- a. To engage in the analysis and initiation of public legislation affecting the arts.
- b. To present reports of the organization’s activities to art news media and museum directors throughout the United States.
- c. To disburse information relating to thefts, losses, forgeries, and frauds through an immediate report from the Secretary to the art media, dealers, museums, and appropriate police agencies.
- d. To seek out, and make available, sources and services beneficial to member galleries, such as group health insurance, group advertising rates, volume purchase of materials, etc.
- e. When required, to set up committees to accomplish specific objectives that will be of benefit and service to the organization.

Article III. Membership Criteria and Expulsion Procedure

A. Eligibility Requirements

- a. Members must be exhibiting art galleries which mount one-person and/or group exhibitions relating to a theme, school or discipline.
- b. New members must share mutual interests and goals consistent with those of the present membership.
- c. Prospective members must have an unblemished reputation in regards to:
 1. Ethical conduct in general and specifically involving the code of ethics of the Association.
 2. Responsible knowledge of art.
 3. The highest professional standards.
- d. Prospective member galleries must have operated their businesses as an art gallery for a period of three full years before being invited to join the Association.
- e. Members shall be expected to actively support and participate in the activities of the Association, i. e. attending regular meeting, voting in elections, etc. Failure to do so shall render subject gallery’s membership to review by the Board.

B. Membership Acceptance *revised via online vote 3/09*

- a. Membership in the Association shall be obtained through invitation only.
- b. Any member may nominate a prospective member.
- c. The board will review new member candidates, and if a majority of the board agrees, send an email to the membership with the name of the candidate for consideration.
- d. Members will have 30 days to vote via email or phone. "No reply" will be interpreted by the board as an affirmative vote.
- e. New members will be chosen by a majority of all votes.

C. Expulsion and Reinstatement

- a. Any obvious change in the members gallery ownership and/or directorship, goals or aims shall be subject to review by the credentials committee, and in turn, by the general membership.
- b. If it is determined that any member gallery has failed to support and/or abide by the ethics and principles of moral conduct set forth under Article III, Section (Eligibility Requirements), that member shall be subject to expulsion by a two-thirds majority vote of the general membership.
- c. Reinstatement shall be subject to the same procedure in Article III.

D. Associate Members

- a. Former members of the Association who have closed their galleries will be invited to join his category without being subject to re-application.
- b. A special dues category will be established at \$300 annually.
- c. Associate members will be entitled to participate in membership activities without voting privileges.

Article IV. Officers

A. Elected Officers

- a. The following officers shall be elected by the general membership: President, Vice-President, Secretary and Treasurer. The officers will also serve on the Board of Directors.
- b. The officers shall serve a one-year term minimum. Officers are limited to serving two consecutive years of any one term.

Article V. Board of Directors

A. Election of Board Members

- a. Two members of the organization shall be elected by the general membership as the Board of Directors. Each selected member shall serve a term of two years. One member shall be elected each year, providing for a rotating Board. The retiring President shall serve on the Board as an ex-officio member.

B. Duties of the Board Members

- a. It is the responsibility of the Board of Directors to act in behalf of the Association at all times between meetings.
- b. The Board itself shall meet one week prior to the general meeting, at which time the various chairpersons shall present all reports.
- c. A quorum (two-thirds of the membership) must be present of constitute a legitimate meeting.

Article VI. Meetings

A. General Meetings

- a. General Meetings will be held quarterly with members present at the business portion of the meeting. Various programs may follow the business portion at which honorary members and guests may be present.
- b. The annual meeting shall be held in October at which election of officers will be conducted.

Article VII. Finances

A. Initiation Dues

- a. Initiation dues upon joining the Association will be \$100., the Board of Directors thereafter will establish annual dues.
- b. Checks will be signed by the Treasurer or the Accountant, or in their absence, the President.
- c. Any disbursements or commitments of Association monies must be presented to the Treasurer for approval. If unusual, the Treasurer may seek approval by the President.

Article VIII. Elections

A. Nominating Committee

- a. There will be five persons appointed to the Nominating Committee. The President shall appoint a Chairperson. Two members shall be appointed by the general membership.
- b. The Nominating Committee shall present a slate in writing to the membership, at least 30 days prior to the annual Fall Meeting at which the election is to be held. Additional nominations may be made by any member. New officers will assume their roles following the Fall meeting.

Article IX. By-Law Amendments

- A. The By-Laws may be amended by a two-third majority of votes cast by the members, including the Office and the Board.
- B. The substance of the proposed amendment must be submitted in writing to the general membership at least 30 days prior to the date of the meeting when the amendment will be presented for a vote.