



By-Laws

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ARTICLE I — NAME

The name of this nonprofit corporation shall be known as THE SOCIETY OF LAYERISTS IN MULTI-MEDIA, hereafter referred to as SLMM.

Section 1.01 The principal office of the nonprofit corporation shall be located at 1408 Georgia NE, city of Albuquerque, County of Bernalillo, State of New Mexico 87110, USA. The corporation may have such other offices, either within or outside the State of New Mexico, as the board of directors may determine.

ARTICLE II — PURPOSE

The Purpose of SLMM is to offer creative artists a holistic way to relate to one another.

Section 2.01 To build a network to act as a leavening agent in the surrounding culture whose values are based on separation through competition, careerism and hierarchy.

Section 2.02 To encourage individual creative expression and dynamic growth.

Section 2.03 To encourage a personal path of aesthetics for its members combined with an active interest in wholeness.

Section 2.04 To help members express metaphysical content, a sense of something “other” than the visible in their work.

Section 2.05 To emphasize it is not the work that distinguishes a Layered work of art so much as the mind of the artist who makes the art.

ARTICLE III — MEMBERSHIPS

Section 3.01 Members. A member is any artist working in the art form of layering in any medium or combination of media who has paid dues through the current year.

Section 3.02 Member Privileges. Members in good standing shall be entitled to: (1) one vote on each matter submitted for a vote of approval by the Officers and Board of Directors; (2) participate in SLMM exhibitions (all entries are juried); (3) participate in SLMM books (all images are juried); (4) serve as Regional Coordinator, Board Member, or SLMM Committee Member.

Section 3.03 Life Members. Life Member designations shall be awarded by the Board of Directors to those Members who have made significant contributions to SLMM. Life Members do not pay dues and shall retain all rights and privileges of Membership including the right to vote in all elections of SLMM, participate in SLMM exhibitions (juried) and participate in SLMM books (images are juried). Automatic life membership is awarded to all past Presidents.

Section 3.04 Inactive Members. A Member who does not pay dues shall be put on an Inactive list for five (5) years, and can be reinstated by paying dues but cannot hold office for one (1) full year after rejoining.

Section 3.05 Transfer of Membership. Membership in SLMM is not transferable or assignable.

ARTICLE IV— MEETINGS OF MEMBERS

Section 4.01 Annual Meetings. Annual meetings of the members shall be held for the purpose of presenting the newly elected directors and officers and for the transaction of such other business as may come before the meeting. The day and site of the meeting shall be designated by the board of directors. Annual Meetings shall be chaired by the president and if the president is not present the vice-president shall chair said meeting, or such board member designated by the president.

Section 4.02 Special Meetings. Special meetings of the members may be called by the president, the board of directors, or not less than twenty (20) percent of the members having voting rights, at such a place to be designated.

Section 4.03 Notice of Meetings. Written or printed notice stating the place, day, hour and purpose of any meeting of members shall be delivered either personally, by US mail, email or telephone, to each member entitled to vote at such meeting, not less than fourteen (14) days, nor more than thirty(30) days before the date of such meeting by or at the direction of the president, the board or such persons calling the meeting.

Section 4.04 Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting of consent in writing, setting forth the action so taken, is signed by all members entitled to vote with respect to the subject matter thereof.

Section 4.05 Quorum. Members holding ten percent (10%) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 4.06 Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after three months from the date of its execution, unless otherwise provided in the proxy.

Section 4.07 Voting by Mail. Where directors or officers are to be elected by members, such elections may be conducted by mail or email in such manner as the board of directors shall determine.

ARTICLE V — OFFICERS

Section 5.01 Officers. The officers of SLMM shall be a president, one or more vice presidents (the number thereof to be determined by the board of directors), and such other officers as may be elected in accordance with the provisions of this article. Such officers are assisted by the Executive Administrator (This position is employed by SLMM and is not a board member and does not have voting rights).

Section 5.02 Election and Term of Office. The officers of SLMM shall be elected by the majority approval of the membership from the nominated slate sent to each member in good standing via US mail. The term of office is five (5) years and said officers may be re-elected for one successive term. The President shall be a person who has previously served on the Board of Directors. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his successor has been duly elected and qualified.

Section 5.03 Removal. Any member elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interest of SLMM would be served thereby.

Section 5.04 Vacancies. A vacancy in any office may be filled by the board of directors for the unexpired portion of the term. If a President and/or Vice President is unable to complete the last year of his/her term, a new President and/or Vice President may be elected by members to serve a five (5) year term.

Section 5.05 Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the board of directors. In the absence of such specifications, each officer shall have the power and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as SLMM.

ARTICLE VI — BOARD OF DIRECTORS

Section 6.01 General Powers. The affairs of SLMM shall be managed by its board of directors. Directors must be members in good standing and need not be residents of the State of New Mexico.

Section 6.02 Number, Tenure, and Qualifications. The number of directors shall not be more than seven (7). Directors shall be elected by the majority vote of members in good standing for a term of three (3) years. A Director may be re-elected to serve a second term. Three year terms should be staggered so as to retain experienced Directors. A term begins upon acceptance of the presented and approved slate by the members in good standing.

Section 6.03 Regular Meetings. A regular meeting of the board of directors shall be held without any other notice than this by-law immediately after, and at the same place as, the annual meeting of members. The board of directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the president of SLMM in the absence of any designation in the resolution by email or conference call.

Section 6.04 Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any three (3) directors, and shall be held at the place designated by the president or directors. Business of the board of directors may be conducted via the telephone or by e-mail.

Section 6.05 Notice. Notice of any special meeting of the board of directors shall be given at least ten (10) days previously thereto by written notice delivered personally, via mail or e-mail to each director at his/her address as shown by the records of SLMM. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of such notice of such meeting, unless specifically required by law or by these by-laws.

Section 6.06 Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board: but if less than a majority of the directors are present at any meeting, the directors present must adjourn the meeting without conducting business.

Section 6.07 Board Decisions. The act of a majority of the directors present at a meeting at which a quorum is present shall be the decision of the board, unless a unanimous vote is required by law or by these by-laws.

Section 6.08 Board Appointments. Any vacancy or increase in board positions shall be filled by the board of directors. In the event of a vacancy the appointed board member shall serve for the unexpired term of his/her predecessor in office.

Section 6.09 Compensation. Directors as such shall not receive any stated salaries for their services.

ARTICLE VII — COMMITTEES

Section 7.01 Committees. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more chairpersons, which committees, to the extent provided in such resolution, shall have and exercise the authority of the board of directors in the management of SLMM; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual committee chairperson of any responsibility imposed on it or them by law.

Section 7.02 Mentorship Committee. The mentorship Committee will consist of a coordinator and as many mentor committee members who are willing to work one on one with any member to discuss the Creative Process and Holism. The Chairperson will be a member of the Board of Directors and appointed by the board.

Section 7.03 Regional Committees. Regional committees may be formed as needed and shall be chaired by the regional coordinator, a member appointed by the board of directors. The above said committees shall follow the direction of the board of directors and the guidelines set out by SLMM.

Section 7.04 Venue Advisory Committee. The venue advisory committee's purpose is to assist the regions by giving them guidance in setting up future venues and also to insure that the plans of the volunteers (from the region) are in SLMM's best interest and true to the organization's original purpose and premise. The venue advisory committee will consist of two Board Members who serve at the discretion of the President.

Section 7.05 Nominating Committee. The nominating committee will consist of a chairperson, a board member, and an ex-officio of SLMM. The nominating committee is an ad hoc committee serving at the discretion of the president. The duty of the nominating committee is to submit a slate of potential board members to the Board of Directors for approval. If the past president is unable to take on the duties of the nominating committee chair, the current President will name a chair for the nominating committee and that individual will serve at the pleasure of the President. The term for nominating committee chair is five years. A vacancy in the position of the nominating chairperson may be filled by the board of directors for the unexpired portion of the term.
Removal of Coordinators or Chairpersons. Any member of the above said committees may be removed by the board of directors whenever it is deemed in the best interest of SLMM.

ARTICLE VIII — BOOKS AND RECORDS

SLMM shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, committees having and exercising any of the authority of the board of directors, and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of SLMM may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX — FISCAL YEAR

The fiscal year of SLMM was determined by the founders, as outlined in the Article of Incorporation in the State of New Mexico. The fiscal year is July 1st to June 30th.

ARTICLE X — DUES

Section 10.01 Dues. The board of directors shall determine from time to time the amount of annual dues and shall give appropriate notice to the members.

Section 10.02 Payment of Dues. Dues shall be payable in advance by the first day of July in each year. Dues paid by a new member who enters SLMM after January, shall extend through June 30 of the following year.

ARTICLE XI — WAIVER OF NOTICE

Section 11.01 Whenever any notice is required to be given under the provisions of the laws of the State of New Mexico or under the provisions of the by-laws of SLMM, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII — AMENDMENT OF BY-LAWS

Section 12.01 These by-laws may be altered, amended, or repealed, and new by-laws may be adopted by the majority of the directors present at any regular meeting or at any special meeting.

ARTICLE XIII— DISSOLUTION

Section 13.01 Dissolution can be achieved only by a favorable written vote by two-thirds (2/3) of members, or by proxy, at a regular or specially called meeting for that purpose and only after giving all members a written notice thirty (30) days in advance. In the event of dissolution of SLMM, dispersal of funds and property exclusive of debts and obligation which to similar goals, on the date of dissolution but which shall in all events be to an organization that would qualify under provision of Section 501c(3) of the Internal Revenue Code and its by-laws as they now exist or as may hereafter be amended.

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