



*the society of layerists in multimedia*

# Bylaws

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## ARTICLE I — NAME

The name of this nonprofit corporation shall be known as THE SOCIETY OF LAYERISTS IN MULTIMEDIA, 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 based on sustaining community rather than competition, careerism and hierarchy.

**Section 2.02** To encourage a personal path of creative expression and growth for its members combined with an active interest in forging connections with other artists.

**Section 2.03** To help members express in their work the complexities of existence and experience, both physical and metaphysical.

**Section 2.04** To emphasize that the term Layerist applies not to the work of art itself but to the intent and approach of the artist.

## ARTICLE III — MEMBERSHIPS

**Section 3.01** Members. A member may work in any style or medium. Layerists are diverse in their approach to making art, but they make similar references to many overlapping disciplines, such as: the sciences, philosophy, and metaphysics. Often the Layerist's intention is to express a metaphysical content, a sense that something "other" than the

visible inhabits the work. Therefore, we say that it is not the technique that distinguishes a Layered work of art so much as the mind of the artist who makes the art.

**Section 3.02 Member Privileges.** Members in good standing, whose dues have been paid, 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; (3) submit works in publications related to SLMM; (4) serve as 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 and participate in SLMM publications. 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 National Meetings.** National 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. 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 notice stating the place, day, hour and purpose of any meeting of members shall be delivered either personally, by US mail, email, telephone, or videoconference 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 their 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 — BOARD OFFICERS**

**Section 5.01 Board Officers.** The Board Officers of SLMM shall be members of the Board who are given a higher level of responsibility compared to other board members. They may be a President, Vice President, Secretary, and Treasurer. Such officers are assisted by the Executive Administrator (This EA 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 Board 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 or personal email. The term of office is three (3) years and said officers may be re-elected for one successive term. 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.

**Section 5.04 Vacancies.** A vacancy in any role may be filled by the board of directors for the unexpired portion of the term. If a President is unable to complete the last year of his/her term, a new President may be elected by members to serve a three (3) year term.

**Section 5.05 Powers and Duties.** The President heads up the Board of Directors and supervises. all of the business and affairs of the Board. The Secretary keeps the minutes of the Board of Directors. Additionally, the Secretary is responsible for keeping track of the organizations activities to make sure they are in accordance with the Bylaws. The Treasurer keeps account of the receipts and disbursements in the organization's books. Additionally, the Treasurer is responsible for keeping track of the organization's financial condition.

## **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 be a member for at least a year. They 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 nine (9). Directors shall be elected by the majority vote of members in good standing for a term of three (3) years. A Director may be appointed to serve a second term with approval from the Board of Directors. Three-year terms should be staggered in order 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 at least once a quarter. The Board of Directors may provide, by resolution, the date and time for additional meetings.

**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. The business of the Board of Directors may be conducted via the telephone, by email, or by videoconferencing meeting.

**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 email 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 bylaws.

**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 bylaws.

**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. The appointed Board member may serve an additional three (3) year term if nominated by the Board and elected by majority vote of members in good standing.

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 one 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 Professional Growth Committee. The Professional Growth Committee will consist of a committee Chair and as many committee members who are willing to work one on one with any members to discuss the Creative Process and SLMM's Holistic Premise. The Chair will be a member in good standing with board experience and appointed by the Board of Directors.

Section 7.03 Regional Committees. Regional committees will be ad hoc committees and may be formed as needed to organize an area activity/event, such as member meetings and exhibits, and shall be chaired by a SLMM member in good standing chosen by the committee. The above said committee shall follow all guidelines set forth by SLMM and report to the Board of Directors an Income & Expense Report if any such activity/event requires an entry fee for members to participate.

Section 7.04 National Exhibit and Conference Committee. The purpose of the national exhibit and conference committee will be to determine the location or venue for such events. The committee will consist of a Board Member Chair and as many Co-Chairs as needed to facilitate the execution of the event. The committee will submit a proposal to the Board of Directors with a projection of income and expenses for said event for Board approval, as well as coordinate and implement the event following SLMM guidelines.

Section 7.05 Nominating Committee. The nominating committee shall consist of the current board of directors and chaired by the Board President. The duty of the nominating committee will be to select and submit potential candidates from current SLMM members in good standing to fill board vacancies and serve on the board in the best interest of SLMM and adhere to the society's original purpose and premise.

Section 7.06 Membership Committee. The purpose of the membership committee is to develop membership by actively seeking ways to attract new members, increasing SLMM membership to ensure the future of the organization and to achieve the desired membership goals. The committee will also be responsible for the welcome and orientation of new members.

Section 7.07 Website Committee. The purpose of the Website Committee is to keep the SLMM website current. The committee shall consist of a Board Member Chair and as

many members needed to facilitate in the oversight of the website's activities calendar, networking, publicity, and archives. The committee will act as liaison between the Board of Directors and the Website Administrator.

**Section 7.08. Communication and Social Media.** The Communication and Social Media Committee will consist of a Chair or Chairs appointed by the Board of Directors and any necessary members. Its purpose will be to coordinate national online meetings, post on SLMM Forum, Facebook and Instagram accounts, as well as communicate online resources and opportunities for members.

**Section 7.09 Special Projects Committee.** The purpose of the Special Projects Committee shall be to create and implement collaborative art projects, programs, and workshops. The committee shall be appointed by the Board of Directors and consist of SLMM members in good standing who wish to facilitate this purpose.

#### **ARTICLE VIII — BOOKS AND RECORDS**

SLMM shall keep correct and complete books and records of account and shall also record 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 bylaws 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 BYLAWS**

**Section 12.01** These bylaws may be altered, amended, or repealed, and new bylaws 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 bylaws as they now exist or as may hereafter be amended.

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