

The Friends of Art Constitution & Bylaws  
Art Collection and Galleries 2016/2017  
Sweet Briar College

## History of Process

- KL initiated review and rewriting of FOA mission statement in 2009-2010 with consent of Jonathan Green, Dean of the College
- FOA leadership worked through review and rewriting 2009-2012; final text agreed upon at spring 2012 FOA board meeting
- revisions and rewrite approved by Amy Jessen-Marshall, dean of the faculty, and Heidi McCrory, vice president for alumnae and development in spring-summer 2012
- final version distributed to new FOA board members and renewing board members 2012-2013
- June 1, 2015 [conference call] Amendment to By-laws, Article II Governance, Section 4 Terms: The terms for members and officers of the board shall be extended for six months from June 30, 2015 until December 31, 2015. The purpose of the extension is to continue advocacy for the physical welfare and long-term integrity of the Sweet Briar College Art Collection. This amendment was obviated by the June 23, 2015 settlement agreement that rescinded plans to close the College. At its October 23, 2015 meeting the board of The Friends of Art recommitted that body to the extant bylaws and constitution.
- 4-19-2016 proposed revisions; ad hoc committee Nan Loftin, Mary Page Stewart, Barbara Behrens Peck, Linda Lipscomb
- 4-21-2016 proposed revisions shared with full FOA board by email
- 4-22-2016 proposed revisions discussed by ad hoc committee with FOA board via conference call
- 4-25-2016 proposed revisions sent by email to full FOA board for yes/no vote no later than May 15, 2016; vice president Mary Page Stewart is point of contact
- 5-16-2016 proposed revisions passed with no “no” votes against revisions; all but four FOA board members voted
- 5-2016 through 10-2016 review and some revisions to clarify legal language by College administration (Nancyellen Keane and Mary Pope Hutson); 10-28-2016 presented to FOA board at regular fall board meeting
- review by Mary Page Stewart and others continued into the winter and spring of 2017 to correct some typos and to clarify some language; discussed and approved at the April 2017 FOA board meeting

The Friends of Art of Sweet Briar College  
CONSTITUTION

ARTICLE I NAME

The name of the group shall be The Friends of Art of Sweet Briar College (hereafter “FOA”).

ARTICLE II MISSION AND VISION

FOA actively supports the acquisition, preservation and presentation of the visual arts in service to education at the college and in the broader community. FOA supports the strategic goals as approved by the Board of Directors of the College. FOA will work to support these goals through its initiatives, publications and activities.

FOA shall advise and support the College visual arts programs. The FOA board and membership shall advocate for the welfare and integrity of the College art collection (hereafter “the collection”).

FOA does not exist independently of the College.

ARTICLE III CONFLICT OF INTEREST

Neither the organization nor its members shall receive any pecuniary gain, incidentally or otherwise, as a result of membership.

ARTICLE IV USE OF FUNDS

Membership dues collected by FOA and any other monetary gifts specifically made in support of its activities shall be remitted directly to the College, through its development and business offices. The College shall maintain the accumulated funds consistent with the donor gift instrument or solicitation made on behalf of the College to be used to support the FOA mission. FOA shall not maintain financial accounts separate from the College.

ARTICLE V OWNERSHIP OF ART

Art works purchased with funds raised by FOA on behalf of the College shall become the property of the College. FOA shall not own works of art separate from the College.

ARTICLE VI GOVERNANCE POLICIES AND PROCEDURES

The activities of FOA, including but not limited to fundraising, exhibitions, lectures, and publications in any format, shall be governed by the operational policies and regular procedures of the College and shall be subject to decisions made by the College’s president and its trustees.

The Friends of Art of Sweet Briar College  
BY-LAWS

ARTICLE I MEMBERSHIP

Section 1 Eligibility

Any person interested in the purposes of the Friends of Art of Sweet Briar College (hereafter "FOA") may become a member upon payment of an annual donation within the fee categories determined by the board of FOA.

Section 2 Duration

Memberships are active for one fiscal year: July 1-June 30.

Section 3 Privileges

Each member is entitled to attend the annual general membership meeting of FOA.

Members will be recognized collectively in the in the newsletter of the FOA and in donor records of Sweet Briar College (hereafter "the College"). Members will receive copies of the newsletter of the FOA and invitations to all art exhibitions and associated programs on campus.

ARTICLE II GOVERNANCE

Section 1 Board

The government of FOA shall be entrusted to a board, which shall consist of no more than 24 members and no fewer than 15, and shall include the four officers of the FOA and not more than three student members.

New members of the board will be nominated by the Nominating Committee and shall be elected by a majority of the board present and voting at the meeting of the board in the spring of each year or as needed at the fall board meeting.

Ex-officio members of the board shall be the College's vice president for alumnae and development; the vice president and chief of staff; the vice president for business and administration; any and all full-time professors of art history and studio art; the executive director of the Virginia Center for the Creative Arts; and the director of the College's art collection and galleries.

The immediate past-president of the FOA shall be an ex-officio member of the board and its executive committee for one year following her term as president.

Section 2 Eligibility

Persons elected to the Board shall demonstrate an interest in the activities of the FOA and the purpose and the mission of the College.

The director of the art collection and galleries shall select a student representative, with the consent of the dean of the College, in the fall semester of each academic year. The student representative will interview with the president of the FOA (or her designated substitute). This interview does not have to be in person. This student will be an ex-officio member of the board.

Though board members need not be alumnae of the College, collectively those elected to the Board shall represent the breadth of the College community.

### Section 3 Responsibilities

Board members shall maintain a current annual membership in FOA at a level determined by a vote of the full board, shall attend in full at least one FOA board meeting annually, and shall participate actively in the work of the committee(s) to which they are assigned. While the director of the art collection and galleries and staff of the College's development office shall provide administrative support to the board, members shall be expected to make substantive contributions to the work of committees and to carry out fully their duties as officers and committee chairs.

The president of the FOA, with the consent of the executive committee, shall be empowered to terminate board members' terms prematurely for cause.

### Section 4 Terms

Officers shall serve three-year terms. Other board members will also serve three-year terms, with one-third of the membership rotating off each year. The student representative to the board shall serve a one-year term.

The terms for members of the board shall be limited to two consecutive terms, with the exception of elected officers who may serve to the ends of their elected terms. Partial terms shall not count against this limit. Members may be re-elected to the board after an absence of one year.

### Section 5 Executive Committee

The executive committee shall comprise: a president; a vice president; a secretary; a treasurer; the immediate past president for one year following completion of term as president; the chairs of the standing committees; and others as appointed by the president.

The executive committee is empowered to act on behalf of the board between regularly scheduled meetings of the board. It shall fill by appointment any vacancies occurring in any office or on the board to complete the unexpired term.

At the annual spring meeting the nominating committee shall submit a slate of officers for the coming year to the board for approval.

### Section 6 Duties of Officers

(a) The president shall preside at all meetings of the board and of the executive committee; shall appoint all committee chairs and members of committees; and, through the executive committee, shall carry on any other duties connected with the office. She will appoint a board member to serve as editor of the FOA's newsletter. She/he may appointment ad hoc committees as needed and may annually appoint non-board members as non-voting advisors to committees. In association with the executive committee and in consultation with the director of the art collection and galleries, the president will lead long range planning for the FOA. The FOA's president shall be an ex-officio member of all committees. The president shall name board members to serve as judges for the student prizes.

(b) The vice president shall assist the president, and, in case of absence, prolonged illness, or incapacitation, shall perform the duties of president. The vice president shall also be the chairman of the development committee.

(c) The secretary shall record the proceedings of board and executive meetings.

(d) The treasurer, assisted by the College's development and business offices, shall oversee the funds of the FOA as approved by the board, in accordance with the FOA budget and the operational policies of the College.

## Section 7 Committees

The president, with the approval of the board, shall appoint such committees as are consistent with the activities and needs of the FOA. The FOA recognizes that the collection and the Pannell Gallery are important resources that should be supported and promoted for the continued sustainability and long-term benefit and prestige of the College, and the committees have been organized to support and enhance these goals.

The standing committees shall be as follows:

### (a) Acquisitions and Collection Support Committee

The Acquisitions and Collection Support Committee shall have three areas of focus: growing the collection, promoting awareness of and accessibility to the collection through its online presence, and advocating for the long-term care of the art collection and galleries. The Acquisitions and Collection Support Committee shall aid the director of the art collection and galleries in seeking out appropriate artwork for consideration and potential purchase, and shall consult with her/him on an ongoing "wish list" of potential acquisitions. All proposed purchases of works of art using the funds raised by FOA for the College shall be approved by the Acquisitions and Collection Support Committee.

The Acquisitions and Collection Support Committee shall encourage access to the collection by FOA members and the broader community by providing ongoing support for catalogs of the collection as well as for the collection's online presence.

The Acquisitions and Collection Support Committee shall advocate for the appropriate long-term care of the College's art collection and galleries.

### (b) Development Committee

The Development Committee shall comprise three areas of focus: membership development and fundraising, nominations, and finance. The chairman of this committee shall be the vice president of the FOA board.

Membership Development and Fundraising shall coordinate with the College's vice president for alumnae and development, or staff designated by her/him, to support the goals of the College by generating prospective member lists, solicitation and promotional materials, and letters of appreciation. The Committee will also recommend strategies and timetables to raise funds in support of FOA activities. The means for raising funds will include, but will not be limited to, an annual membership solicitation, events, and direct appeals for special projects as approved by the board and the College.

Nominations, in coordination with the College's development office, shall nominate and orient new members to the board, nominate officers of the board, and fill vacancies as they occur. The means for nominating new board members shall include: researching names suggested by the current board and the College alumnae and development office staff; contacting and cultivating these prospects; maintaining a prioritized list of potential nominees; notifying approved nominees of their election.

Finance, relying on information provided by the College's business and development offices, shall prepare an annual budget to be submitted to the board at the annual spring meeting

for approval. The College administration will provide general oversight of FOA funds with recommendations from the FOA board.

(c) Marketing and Communications Committee

The Marketing and Communications Committee shall work closely with the College to support promotion of visual art-related resources. These resources include the art collection of the College and the Pannell Gallery. In addition, the FOA will actively involve alumnae who are engaged in the visual arts to provide networking opportunities and continued financial support to the College. The FOA shall use publications and expand the use of visual arts-related digital resources to achieve its mission.

The Marketing and Communications Committee shall draft an annual plan at the spring meeting to guide its activities for the following year. A mid-year status report shall be given at the fall board meeting of the FOA, and a final report for the 12 month period shall be presented at the meeting the following spring.

(d) Student Engagement

The Student Engagement Committee shall work to engage and support current students.

The Student Engagement Committee shall have responsibility for student prizes, including but not limited to internships, studio art prizes, writing prizes and stipends for art history textbooks and studio art supplies.

The Committee, with the assistance of the FOA board and other members, shall research and identify ways to engage students through meaningful internships and other learning opportunities, and shall propose funding for these activities within the FOA budget.

## ARTICLE III MEETINGS

### Section 1 Membership Meetings

There shall be an annual meeting at the College in the spring on a date to be determined by the executive committee. At least 30 days written notice shall be given to the membership. Those present will constitute a quorum.

### Section 2 Board Meetings

The board shall meet no less than once every 12 months. Meetings of the board and/or the executive committee shall be held with at least 10 days written notice. Those present shall constitute a quorum.

### Section 3 Special Meetings

A special meeting of the FOA may be called by the president, or by written request of five or more board members, upon 10 days written notice.

## ARTICLE IV FUNDS

### Section 1 Management

All funds solicited by or raised by FOA shall be so solicited or raised on behalf of the College, a 501(c) (3) tax exempt organization, and shall be received and deposited by the College development office in the accounts of the College and held and/or used by the College in accordance with the wishes of the donor as stated in the gift instrument or in accordance with the

solicitation as approved by the College. Records of all deposits shall be copied to the treasurer of the FOA and the director of the art collection and galleries.

## Section 2 Expenses

Expenses of the FOA may be paid from membership dues. The finance and development committee shall prepare an annual budget to be submitted to the board at the annual spring meeting for approval. Disbursements shall be authorized only on approval of the treasurer of the FOA, the director of the art collection and galleries, or the vice president of academic affairs. No art acquisition or programmatic expenditure in any amount shall be made without the approval of the executive committee.

## Section 3 Income

Donations shall be used for the purposes delineated in the donor's gift instrument or in accordance with the solicitation as approved by the College and as approved by the board of the FOA or for the purposes delineated in the constitution and bylaws of the FOA.

## ARTICLE V POLICY

All matters which might affect College policy or which might be affected by College policy shall be cleared with appropriate College authorities through the director of the art collection and galleries and the vice president for academic affairs.

## ARTICLE VI AMENDMENTS AND REVISIONS

The constitution and by-laws of FOA may be amended at any regular or special meeting of the full board by majority vote of the members present and voting. Board members should be notified in writing of proposed amendments at least 10 days in advance of the meeting at which a vote will be taken.

The FOA's president shall instruct the board to review, and, as needed, revise, the constitution and by-laws at least once every five years. Revisions shall be approved by the full board.

## ARTICLE VII RECORDS

Board meeting minutes and other records pertaining to the history and activities of FOA shall be maintained by the director of the art collection and galleries.

## ARTICLE VIII PARLIAMENTARY PROCEDURE and GUIDING PRINCIPLES

*Roberts' Rules of Order* (most recent edition), when not in conflict with these by-laws, shall govern the proceedings of FOA.

Richard T. Ingram, *Ten Basic Responsibilities of Nonprofit Boards* (most recent edition) when not in conflict with these bylaws, shall guide the proceedings of FOA.