The Friends of Art of Sweet Briar College
Constitution

ARTICLE I
NAME

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

ARTICLE II
MISSION AND VISION

The Friends of Art of Sweet Briar College actively supports the acquisition, preservation and presentation of the visual arts in service to education at the college and in the broader community. FOA recognizes both the benefits and joys that knowledge of the arts can bring to one’s life. It advocates study of the arts to develop understanding of the present and historical world and to foster a disposition to think critically and creatively.

The organization shall advise and support the director of the Art Collection and Galleries, who, in turn, reports to the dean of the faculty. The FOA board and membership shall advocate for the welfare and integrity of the art collection at Sweet Briar College.

The organization shall not exist independently of Sweet Briar College (hereafter “the College”).

ARTICLE III
CONFLICT OF INTEREST

The organization shall not afford a pecuniary gain, incidentally or otherwise, to its members.

ARTICLE IV
USE OF FUNDS

Membership dues collected by the organization and any other monetary gifts specifically made in support of its activities shall be managed by Sweet Briar College, through its development and business offices. The College shall maintain the accumulated funds for the support of FOA activities.

The organization shall not maintain financial accounts separate from the College.

ARTICLE V
OWNERSHIP OF ART

Art works purchased with funds raised by FOA shall become the property of the College. The organization shall not own works of art as an entity separate from the College.
ARTICLE VI
GOVERNANCE POLICIES AND PROCEDURES

The activities of the organization, including but not limited to fund raising, 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 organization may become a member of The
Friends of Art of Sweet Briar College (hereafter “the organization” or “FOA”) 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 organization’s newsletter and in donor
records of Sweet Briar College (hereafter “the College”). Members will receive copies of
the organization’s newsletter and invitation to all art exhibitions and associated programs
on campus.

ARTICLE II
GOVERNANCE

Section 1
Board

The government of the organization 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
organization 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.

The director of the Art Collection and Galleries shall select student members.

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 Friends of Art shall be an ex-officio member of the board and its executive committee for one year following her/his term as president.

Section 2
Eligibility

Persons elected to the board shall demonstrate an interest in the organization’s activities and purpose and the mission of Sweet Briar College.

Though board members need not be alumnae of Sweet Briar College, collectively those elected to the board shall represent the breadth of the Sweet Briar 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 organization’s president, with the consent of the executive committee, shall be empowered to terminate board members’ terms prematurely for cause.

Section 4
Terms

Student member(s) of the board shall serve one-year 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 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

Duties are as follows:

(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/he will appoint a board member to serve as editor of the organization'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 organization. The organization’s president shall be an *ex-officio* member of all committees.

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

(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 Friends of Art as approved by the board, in accordance with the organization's budget and the operational policies of Sweet Briar 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 organization. The standing committees shall be as follows:
(a) **Acquisitions Committee**

The Acquisitions Committee shall aid the director of the Art Collection and Galleries in seeking out appropriate art works for consideration and potential purchase and shall consult with her/him on an on-going “wish list” of potential acquisitions. All proposed purchases of works of art using the funds of the FOA shall be approved by the acquisitions committee following recommendation by the director of the Art Collection and Galleries. The Acquisitions Committee shall advocate for the appropriate long-term care of the College’s Art Collection and Galleries.

(b) **Finance and Development Committee**

The Finance and Development Committee, in coordination with the College’s vice president for alumnae and development, or staff designated by her/him, shall create strategies and timetables to raise funds in support of FOA activities. The means for raising funds will include, but are not limited to, an annual membership solicitation, direct appeals for special projects as approved by the board, and special events. The finance and development committee will work with the staff of the College development office to generate prospect lists, solicitation and promotional materials, and letters of appreciation.

Relying on information provided by the College’s business and development offices, the committee shall prepare an annual budget to be submitted to the board at the annual spring meeting for approval. The committee, governed by the College’s policies and procedures, will provide general oversight of FOA funds.

(c) **Nominating Committee**

The Nominating Committee, in coordination with the College’s development office, will 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 will 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; and sending them an information packet on FOA.

Student member(s) will be appointed at the discretion of the director of the Art Collection and Galleries, with the consent of the dean of the College, in the fall semester of each academic year.

**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 organization 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 received by the organization shall be received and deposited by the College development office in the accounts of Sweet Briar College, to be credited to the special account of the Friends of Art of Sweet Briar College. Records of all deposits shall be copied to the treasurer of the organization and the director of the Art Collection and Galleries.

Section 2
Expenses

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 organization, the director of the Art Collection and Galleries, or the dean of the faculty. No art acquisition or programmatic expenditure in any amount shall be made without the approval of the executive committee.

Section 3
Income

After expenses of FOA have been met, the net receipts shall be used for the purposes delineated in Article II of the Constitution.
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 dean of the faculty.

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 organization’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 VII
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 this organization.

Richard T. Ingram, Ten Basic Responsibilities of Nonprofit Boards (most recent edition) when not in conflict with these by-laws, shall guide the proceedings of this organization.

1991; 2012-2013