

THE CONSTITUTION AND CHARTER OF THE PROVIDENCE ART CLUB

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Revision of January 2, 1929
As amended to April 1, 1968
As amended June 13, 1979
As amended April 29, 1981
As amended June 2, 1982
As amended June 1, 1983
As amended June 6, 1984
As amended June 3, 1992
As amended June 2, 1999
As amended June 2, 2004
As amended June 2, 2010

ARTICLE I

The following shall be the Constitution of the Providence Art Club:

ARTICLE II — OFFICERS

The control and management of the affairs of the Club shall be in the hands of a President and twelve Managers, of whom a portion shall be professional artists, organized as follows:

SECTION 1. Of the President. The President shall preside at all meetings of the Club and of the Board of Managers and shall be ex officio a member of the Board of Managers, and of all committees thereof. The President shall have general supervision over all the affairs of the Club, and perform all the duties usually pertaining to the office of President. The President's term of office shall be for one year and thereafter until a successor shall have been elected and accepted office.

SEC. 2. Of the Board of Managers. The Board of Managers shall consist of the President, ex officio, and twelve Managers. As soon as may be after the regular meeting in June of each year, they shall proceed to the election, from their own number, of a Vice-President, Treasurer, Assistant Treasurer, Secretary and two members of the Executive Committee.

The Board of Managers shall hold regular meetings each month, except July and August, upon such day of the month as the Board shall by rule determine, and special meetings at the call of the President; and any member absent from two successive regular meetings of the Board, without a reasonable excuse presented to the President before the time fixed upon for the meeting, shall thereupon cease to be a member of the Board.

At all meetings of the Board of Managers a majority of its members shall constitute a quorum.

The Board of Managers shall elect all members of the Club, pass upon the qualifications of all persons who may be designated as "Artists," authorize all expenditures, and exercise a general supervision over all affairs not otherwise provided for. They shall, as occasion may require, decide all questions of construction of this Constitution without appeal. They shall serve as a court before which all questions that affect the Club may be tried, and their decision shall be final.

They shall have the power to remove all officers appointed by themselves and appoint others in their places, and to suspend or expel a member of the Club, subject to the right of appeal, which is hereby secured to such a member, to the whole Club. In case of any such appeal, it shall be the duty of the President to call a special meeting of the Club to consider the same. And at such meeting, after a hearing given to both parties, the Club may, provided a majority of the Active Members of the Club be present in person or by proxy, by a two-thirds vote of such members so present, reverse the decision of the Board of Managers and reinstate the member so expelled or suspended.

The term of office of each Manager shall be three years and until a successor shall have been elected and accepted office, but the term of office of four Managers shall expire each year, at the annual meeting.

In case of a vacancy in any office, it shall be filled for the unexpired term by the Board of Managers.

All votes, conversations and debates of the Board on the subjects of admissions, exclusions and expulsions shall be kept by each member of the Board in secrecy, and any violation of this provision shall be sufficient cause for expulsion from the Club.

SEC. 3. Of the Vice-President. The Vice-President shall call special meetings of the Club, whenever the President, being legally called upon, shall, for any reason, neglect or refuse to do so, and shall, in general, perform the duties of the President in the absence of that officer. The Vice-President shall hold office for one year, or during the pleasure of the Board of Managers.

SEC. 4. Of the Treasurer. The Treasurer, under the supervision of the Board of Managers, shall have charge of the finances of the Club. The Treasurer shall keep the books necessary to show the exact pecuniary condition of the Club at any time, which books shall always be open to the inspection of any of the Board of Managers.

The Treasurer shall pay no bills that have not been audited by a member of the Executive Committee and shall cause the name of any member who has failed to pay his or her

indebtedness to the Club, within ten days after notice has been sent the member by the Treasurer, to be posted on the bulletin-board, with the amount of such indebtedness.

The Treasurer shall present to the Club, at its Annual Meeting, a written report of its financial condition and of the receipts and expenditures during the twelve months ending April 30th, preceding said meeting.

The Treasurer shall hold office for one year, or during the pleasure of the Board.

SEC. 5. Of the Assistant Treasurer. The Assistant Treasurer, under the supervision of the Board of Managers, shall assist the Treasurer in the managing of the finances of the Club, and shall, in general, perform the duties of the Treasurer in the absence of that officer.

SEC. 6. Of the Secretary. The Secretary shall keep an accurate record of all meetings of the Club and Board of Managers.

The Secretary shall post notices of the regular and special meetings of the Club on the bulletin-board, at least five days before the time assigned for such meetings.

The Secretary shall post the names of all candidates for membership on the bulletin-board, with the names of the proposers and seconders, shall notify new members of their election within twenty-four hours thereafter, and shall at the same time send each newly elected member a copy of the Constitution.

The Secretary shall keep an accurate list of the members of the Club, and of their addresses, and shall see that a list of the members is kept posted in the Club House, and shall keep a catalogue of all works of art in possession of the Club or obtained for exhibition.

The Secretary shall conduct all the correspondence of the Club, and execute such other writings for the Club as may be requested by the officers of the Club or chairs of committees. The Secretary shall have charge of the bulletin-board, and be responsible for all notices posted thereon, and shall see that all proper notices are promptly posted, and especially all notices requested for posting by officers of the Club, or chairs of committees.

The Secretary shall make a report of the general condition of the Club at the annual meeting each year.

The Secretary shall hold office for one year or during the pleasure of the Board.

SEC. 7. Of the Executive Committee. The immediate control of the internal economy of the Club shall be vested in an Executive Committee consisting of the President, Secretary, Treasurer and two members of the Board of Managers, elected as provided in Section 2 of this Article.

They shall make all purchases and audit all bills for the Club (the audit of any one member of said committee being sufficient); they shall make such house rules as they shall deem necessary and see that the same, and also the provisions of this Constitution, are strictly enforced.

They shall hold office for one year, or during the pleasure of the Board of Managers, and all their proceedings shall be subject to the approval of said Board.

Their names shall be kept posted on the bulletin-board.

ARTICLE III — MEMBERS

SECTION 1. The membership of the Club shall consist of three classes — Active, Non-Resident and Honorary.

Any person who has been a member of the Club for forty years, or any person who is the recipient of the Art Club Medal and has been a member of the Club for thirty years, shall thereafter automatically be considered a Life Member in the class of membership otherwise applicable.

Any person who resides beyond a radius of fifty miles from the Club House and does not have a place of business within the radius area may be elected as a Non-Resident Member.

Any person who has attained distinction in the field of Art, or who has rendered special services to the Club or to the Art interests of Providence, may be elected as an Honorary Member.

The Board of Managers shall designate as "Artists" such of the members in each class as it may determine, in accordance with rules which it shall from time to time establish.

SEC. 2. All members shall be elected by the Board of Managers, and such election shall be by ballot. The Active Membership, exclusive of Artists, and those exempted from the payment of yearly dues, shall not exceed four hundred eighty (480), excepting as the same may be temporarily increased by restoration or transfer as hereinafter provided.

SEC. 3. Each candidate for Active and Non-Resident Membership shall be proposed and recommended by two members of the Club, who shall furnish such information in regard to the candidate as the Board of Managers shall, from time to time, by rule require. The name and residence of the proposed candidate, and the names of the proposer and seconder, shall be sent to the Secretary, who shall present the names at the next regular meeting of the Board of Managers, and thereupon, if approved by the Board, such names shall be posted on the bulletin-board and the candidate may be balloted for at the next ensuing regular meeting of the Board, or at any subsequent regular meeting. No candidate's name, after being posted, shall be withdrawn from the bulletin-board until balloted for, except at the request of the candidate, or of his proposer or seconder.

Proposal for Honorary Membership may be made by the members of the Board of Managers, but only at a regular monthly meeting of the Board. Such proposal cannot be acted upon except at a regular monthly meeting of the Board subsequent to the meeting at which such proposal was made.

Balloting for members shall take place only at regular monthly meetings of the Board of Managers. To elect any candidate for Active or Non-Resident Membership, seven votes must

be cast, and one black ball shall exclude; to elect any person to Honorary Membership, such person must receive the unanimous vote of all the members of the Board present at the meeting. Any member of the Board may, before the adjournment of the Board, move the reconsideration of a vote of admission or exclusion, but after an adjournment no rejected candidate shall, within six months, be again proposed.

SEC. 4. If the member-elect shall fail to pay his initiation fee and the proper portion of the current dues within twenty-five days after notice of election has been sent by the Secretary, the election shall be void.

SEC. 5. Any member may withdraw from the Club by giving written notice of resignation; but all resignations must be addressed to the Secretary, and shall be acted upon at the next meeting of the Board of Managers. If the member resigning shall not be in debt to the Club, the acceptance of the resignation shall date back to the time of its presentation; but if the member resigning shall be in debt to the Club, the resignation shall not be accepted until such indebtedness shall have been paid, and the member shall be held responsible for his or her share of all further dues and assessments becoming payable after the resignation is presented to the Secretary, and before it is accepted by the Board of Managers.

SEC. 6. The Board of Managers shall have discretionary power to restore to membership any member who shall have resigned or whose membership shall have lapsed. It shall be a condition of said restoration that all dues accruing in the interim, and all other indebtedness to the Club, be paid, except that the total of said interim dues shall not exceed the amount (initiation fee and current dues) payable by a newly elected member in the same class as the one so restored.

SEC. 6A. The Board of Managers shall have discretionary power to cancel dues and assessments in special instances, when a long-term member, in any class of membership, is determined to be "in a distressed circumstance and would otherwise resign from the Club."

SEC. 7. The members shall retain the power to vacate the offices of President and Members of the Board of Managers, or any of them, and to fill any office so vacated, at the annual meeting or at a special meeting which shall be called for that purpose by the President on the written request of any ten Active Members of the Club. But no action shall be taken unless a majority of the Active Members of the Club be present in person or by proxy. A vote of two-thirds of such members present shall be necessary to vacate any office; such vacancy, however, may be filled by a majority vote.

SEC. 8. Any member having any complaint to make must make it in writing to the Executive Committee.

ARTICLE IV — MEETINGS

SECTION 1. There shall be one regular annual meeting of the Club on the second Wednesday of June of each year, at 7 o'clock PM.

SEC. 2. Other meetings of the Club may be called at any time by the President whenever he or she may deem the interests of the Club require it, and shall be called by the President whenever requested in writing by ten Active Members of the Club.

SEC. 3. At all meetings, discussions shall be confined to the affairs of the Club.

SEC. 4. Fifteen Active Members of the Club shall be necessary to constitute a quorum at all meetings of the Club.

SEC. 5. All officers shall be elected by ballot and by a majority vote of Active Members present.

No voting by proxy shall be allowed except upon questions requiring a majority of all the Active Members of the Club for the adoption of the same.

SEC. 6. Notices of all meetings shall be posted on the bulletin-board and sent to each member, at least five days before the time appointed for such meeting.

ARTICLE V — NOMINATIONS

The Board of Managers shall annually, at its April meeting, appoint a Nominating Committee of three, two of whom shall not be members of the said Board, and one of whom shall be a member of the said Board, whose term of office does not expire at the next annual meeting. One member of this Committee shall be an artist.

It shall be the duty of the Nominating Committee to nominate a President and four members of the Board of Managers to be voted for at the ensuing annual meeting, to succeed the officers whose terms expire at such time, and to send to the Secretary of the Club a list of such nominations at least three weeks before the date of the said annual meeting. Said list of nominations shall be posted in the Club House by the Secretary at least two weeks before the date of the said annual meeting.

Counter nominations to be valid shall be endorsed by at least ten Active Members of the Club, and sent to the Secretary, who will post them in the Club House at least five days before the date of the said annual meeting.

ARTICLE VI — INTERNAL ECONOMY

SECTION 1. The initiation fee for Resident or Non-Resident Membership shall be at least equal to the yearly dues in effect at the time of election for membership.

The dues to be paid by ALL MEMBERS shall be paid in monthly installments. Active and Non-Resident Members in active service of the United States armed services shall be exempt from payment of yearly dues while in such active service. Life Members shall be exempt from payment of the yearly dues. Honorary Members shall be exempt from payment of initiation fee and yearly dues.

SEC. 2. Notices of all intended assessments must be given on the bulletin-board at least ten days before the meeting at which the same shall be considered. No assessments shall be made unless made on all the members equally, and at a meeting when a majority of the Active Members of the Club are present in person or by proxy, and two-thirds of such members present vote in favor of such assessment.

SEC. 3. Any Member who ceases to reside within a radius of fifty miles from the Club House, and who does not have a place of business within the radius area, may, upon giving notice to the Treasurer, be transferred to Non-Resident Membership; any Non-Resident Member who shall become disqualified for Non-Resident Membership shall thereupon be transferred to Active Membership; and it shall not be deemed contrary to the Constitution if the constitutional limit of membership be exceeded by reason of the transfer to Active Membership of such Non-Resident Member, or by the restoration to Active Membership by the Board of Managers of any person as herein before provided, or by any Active Member ceasing to be exempt from the payment of yearly dues; but no new Active Member shall be elected whenever the Active Membership shall be in excess of the constitutional limit.

SEC. 4. If any member shall fail to pay his or her yearly dues or other indebtedness within ten days after written notice given by the Treasurer, the member's name shall be posted upon the bulletin-board, with the amount of indebtedness, and if such indebtedness is not paid within a further period of fifteen days, that person shall cease to be a member of the Club unless excused by the Board of Managers.

SEC. 5. All questions of construction of this Constitution, and the regulation of all matters and things not otherwise provided for, shall be in the hands of the Board of Managers; and there shall be no appeal from any decision of the Board, except as provided in Article II, Section 2, of the Constitution.

SEC. 6. This Constitution or dues may be amended either at any annual meeting of the Club, or at any special meeting called for that purpose. The proposed amendment shall be subscribed by at least ten Active Members of the Club, and shall be submitted to the Board of Managers at a regular meeting of the Board.

If a majority of the Board shall vote in favor of the proposed amendment, such proposed amendment shall, with its signatures, be posted on the bulletin-board for at least ten days before the time appointed for the meeting of the Club at which action on the amendment is to be taken.

A notice of the meeting and a copy of the proposed amendment shall be sent to every Active Member of the Club, and an affirmative vote of two-thirds of such members present shall be necessary to carry any such amendment.

ARTICLE VII

The Constitution adopted at the quarterly meeting October 4, 1880, and all amendments thereto passed since the organization of the Providence Art Club, in so far as the provisions of the same are inconsistent with the foregoing, are hereby repealed.

CHARTER

AN ACT TO INCORPORATE THE PROVIDENCE ART CLUB

(Passed April 15, 1880).

IT IS ENACTED BY THE GENERAL ASSEMBLY AS FOLLOWS:

SECTION 1. James S. Lincoln, Rosa F. Peckham, Charles D. Carpenter, Eimrich Rein, Edward M. Bannister, William B. Weeden, Henry Pitman, and their associates and successors, are hereby made a corporation by the name of the Providence Art Club, for art culture, with all powers and privileges, and subject to all the duties and liabilities set forth in Chapter 139 of the General Statutes, and in any acts in amendment thereof or in amendment thereto.

SEC. 2. Said Corporation may take, hold, transmit, and convey real and personal estate to an amount not exceeding twenty-five thousand dollars.

AN ACT IN AMENDMENT OF AN ACT ENTITLED AN ACT TO INCORPORATE
THE PROVIDENCE ART CLUB, PASSED APRIL 15, 1880.
(Passed March 23, 1888).
IT IS ENACTED BY THE GENERAL ASSEMBLY AS FOLLOWS:

SECTION 1. Section two of an act to incorporate the Providence Art Club is hereby amended by striking out the words "twenty-five" in said section, and inserting in lieu thereof the words "one hundred," so that said section shall read as follows:

"SEC. 2. Said Corporation may take, hold, transmit, and convey real and personal estate to an amount not exceeding one hundred thousand dollars."

AN ACT IN AMENDMENT OF AN ACT ENTITLED AN ACT TO INCORPORATE
THE PROVIDENCE ART CLUB,
PASSED APRIL 15, 1880, AS AMENDED.
(Passed at January session, 1957, approved by Governor, March 18, 1957).

SECTION 1. Section two of an act to incorporate the Providence Art Club as amended is hereby further amended by striking out the word "one" in said section and inserting in lieu thereof the word "four," so that said section shall read as follows:

"SEC. 2. Said Corporation may take, hold, transmit, and convey real and personal estate to an amount not exceeding four hundred thousand dollars."

SECTION 1. Section two of an act to incorporate the Providence Art Club as amended is hereby further amended by striking out the words "four hundred thousand" in said section and inserting in lieu thereof the words "two million dollars," so that said section shall read as follows:

"SEC. 2. Said Corporation may take, hold, transmit, and convey real and personal estate to an amount not exceeding two million dollars."

AN ACT IN AMENDMENT OF AN ACT ENTITLED AN ACT TO INCORPORATE
THE PROVIDENCE ART CLUB,
PASSED APRIL 15, 1880, AS AMENDED.
(Passed at January session, 1984, approved by Governor, May 7, 1984).

SEC. 2. This act shall take effect upon its passage and all acts and parts of acts inconsistent herewith are hereby repealed.