

# Santa Clarita Artists' Association ~ By-Laws ~ Updated February 2011

## ARTICLE I – MISSION STATEMENT

To promote the visual arts in the community and to help educate and encourage members to develop their artistic talents.

## PURPOSE

To promote the visual arts within the community and to encourage members to develop their artistic talents. To be a source of artistic education, promotion and encouragement for the community and Association members, and to provide information on artistic, technical, financial and promotional aspects of the visual arts. To coordinate public displays of member art, and to work closely with public and private entities in an effort to elevate artistic awareness within the general population of the community. To be a center for artists to share ideas, experiences, achievements and aspirations.

## ARTICLE II - MEMBERSHIP CATEGORIES & ANNUAL DUES

**Section 1-Full Membership:** \$50 Entitles the member to: free admission to all general membership meetings and demonstrations, a one year subscription to the SCAA newsletter, a web page on the SCAA web site, and/or a link to their own art related web site, enter their own art work in all Association sponsored events and venues, and are entitled to all other benefits listed on the SCAA's web site's Benefit's page. They may also hold office, and vote in all General or Special elections (18 and over).

**Section 2-Senior Membership:** \$40 60+ years of age. Senior members are entitled to all benefits of Full Membership.

**Section 3-Student Membership:** \$20 Includes College, 12+ units or more. Student members are entitled to all benefits of Full Membership with the following exclusions: if under the age of 18 they may not vote in General or Special elections, nor may they hold Association office.

**Section 4-Business/Patron Membership:** Individuals/businesses that desire to support the arts. Dues vary starting at \$100, and levels are based on benefits offered. Benefits vary, and are determined in conjunction with ongoing or current projects, events and programs. Full Membership Benefits.

**Section 5-Courtesy Membership:** No dues. Given to those individuals/businesses for their past/present "above and beyond" support of the SCAA or at the discretion of the Executive Board. Requires an Executive Board vote unless it applies to the Executive Board, then it requires a Membership vote. Acting Executive Board Members will also receive a Courtesy Membership during their term(s). Full Membership Benefits.

**Section 6-Honorary Membership:** No dues. Can be suggested by the Executive Board, the Board or a Member at any time. Given to selected individuals/businesses in recognition of their professional or scholarly artistic achievement, or for their outstanding support or contribution to the SCAA. Requires an Executive Board vote. Full Membership benefits included, except for voting or election to the Board.

**Section 7 - Retiring President:** The retiring President shall be entitled to a free lifetime membership upon retirement from office if they have completed a minimum of one full term or at the discretion of the Executive Board.

**Section 8 - Amendments:** to annual dues are suggested by the Executive Board, and voted on by the members present at a General Meeting. All dues are payable on January 1<sup>st</sup>, and are valid for one calendar year.

## **ARTICLE III - GENERAL MEETINGS**

**Section 1 - General Meetings:** Shall be held each month. In the event of an emergency or scheduling conflict, the meeting date may be changed by the President or by a majority vote by the Executive Board.

**Section 2 - Quorum:** A quorum of 15% of the Full Membership must be present at any meeting to conduct general member voting.

**Section 3 - Non-Members:** A non-member guest may attend their first General Meeting free. After the first visit, admission to General Meetings \$5 upon entry. The \$5 fee is waived if meeting is held at a private residence or in a place where charging an admission is against the policy of the establishment.

## **ARTICLE IV- ELECTIONS**

**Section 1 - Nominations:** The existing Executive Board shall appoint a Nominating Committee of three Full Members in October of each year to select nominees to fill next year's Executive Board. Existing Board members shall be offered the opportunity to be nominated first (see Term Limits, Section 3). Nominees must give their consent prior to being presented to the General Membership during the November General Meeting. Nominations "from the floor" will be accepted by the Nominating Committee during the November General Meeting. The following offices require nomination and election:

**President ~ Vice President ~ Recording Secretary ~ Treasurer ~ Internet Treasurer**

**Section 2 - Elections:** Elections will be conducted during the November General Meeting, and new officers shall be installed at the end of the December General Meeting. Election to each nominated office will require a simple majority of the voting members present during the election.

**Section 3 - Term of Office:** Each Executive Board position shall be for one calendar year. Elected Executive Board members may hold the same office for no more than four consecutive terms. No term limits for Committee Chairs.

**Section 4 - Vacancy of Office:** In the event the office of President becomes vacant prior to the completion of the term, the Vice President will assume the duties of President Pro Tem, and will complete the balance of the scheduled term. Pro Tem service shall not be counted toward the four term limitation period. Other vacancies of elected office shall be filled by election at a time determined by the Executive Board.

**Section 5 -- Duties and Responsibilities:**

- **President** - Presides over all Association meetings and is a member of all committees except the nominating committee. Conducts all Executive Board meetings. Appoints members to the Executive

Board to fill available positions. Acts as spokesperson for the membership in all external matters, and is responsible for all correspondence with other civic and governmental agencies. Prepares an Annual Budget Proposal (in coordination with the Treasurer) for presentation to the Executive Board and General Membership. Proposed by the October Executive Board and General meeting, and finalized by February Board Meeting. Reviews budget results at least quarterly and recommends changes as necessary to the Board. The Board meeting schedule is determined at the first Board meeting. The President has the power to excuse a board member from attending a board meeting at his discretion.

- **Vice President** - Presides over all General Membership and Board of Directors meetings in the absence of the President; Assists the President in selecting committee and chairpersons. Completes other duties as assigned by the President.
  - **Recording Secretary** - Records and maintains minutes of Board meetings and records a brief summary of each General Meeting. Maintains a loose-leaf binder of all meeting minutes which will be available to any member upon request. Responsible for making text updates to any official SCAA documents.
  - **Treasurer\*** - Maintains records of all financial transactions including expenditures and deposits in a checking account separate from the Internet Treasurer's account. Approves and initials all invoices prior to payment. Co-signs checks with the President (the Vice President will co-sign in the absence of either of these officers). Prepares an un-audited Annual Financial Statement to be presented in December at the Board and General Membership Meeting. Assists the President in preparation of the Annual Budget. Verbally reports to the membership at monthly membership meetings. Maintains and records all required legal documents pertaining to the Association's 501( c ) 3 status.
  - **Internet Treasurer\*** - Maintains records of all Internet based financial transactions including expenditures and deposits in a checking account separate from the Treasurer's account.. Approves and initials all invoices prior to payment. Co-signs checks with the President (the Vice President will co-sign in the absence of either of these officers). Prepares an un-audited Annual Financial Statement to be presented in December at the Board and General Membership Meeting. Assists the President in preparation of the Annual Budget. Verbally reports to the membership at monthly membership meetings.
- \*The positions of Treasurer and Internet Treasurer may be held by one individual.**

## **ARTICLE V – EXECUTIVE BOARD**

**Section 1 - PURPOSE:** The Executive Board consists of [five] elected positions and manages the administrative operation of the Association; makes recommendations to the membership; oversees all events, policies and procedures; and acts in emergencies which do not warrant a special meeting of the Board of Directors or the Association.

**Section 2 - ORGANIZATION:** The Board of Directors [also known as the "Board"] consists of all elected officers, appointed committee chairpersons, and the immediate past president. Committee chairpersons are appointed by the President, and serve as voting members of the board.

**Section 3 - VOTING:** A quorum of 50% of the elected and appointed Board members is required at all Board meetings for voting on official transactions. Emergency board votes may be taken by telephone polling or email, subject to ratification at the next board meeting and entered in the minutes. Any board member may act as Proxy for another board member during board voting, provided prior notification has

been given by the absent member.

**Section 4 - LIMITATIONS:** Board Members are limited to expenditures of \$100. per transaction, unless previously budgeted. Vouchers need to be pre approved by the Executive Board. All expenses over \$100. need to be pre-approved.

**Section 5 - BY-LAW REVIEW:** The Board (Executive Board and Board of Directors) shall review the By-Laws annually, and recommend changes to the general membership as required. By-Laws will then be amended and become effective immediately after membership approval.

**Section 6 - MEETINGS:** The Board will meet at least monthly, with meeting schedules posted in the association newsletter. Any current member may attend Board meetings as a non-voting observer. Meeting times and locations may be designated by the President or a majority of the board.

**Section 7 - MEMBER REMOVAL:** The Executive Board shall have the authority to terminate the membership of any person for cause. Reasons for termination shall include, but are not limited to: any act which brings discredit on the Association, recurrent violation of Association By-Laws, moral turpitude, or other unspecified acts. The Executive Board may also remove any member of the Executive Board or Board of Directors for just cause if the assigned duties and responsibilities of the position are not met. Termination is ratified by a simple majority of the board.

**Section 8 - License and Insurance of SCAA: Included in Annual Budget:**

- a. **Board of Directors Insurance:** current, up to date and reviewed annually by Executive Board.
- b. **Liability Insurance:** current, up to date and reviewed annually by the Executive Board.
- c. **501 ( c ) 3 filing status:** current and up to date and on file with the President.

## ARTICLE VI - APPOINTED OFFICERS

**Section 1 - ORGANIZATION:** Members shall be appointed by the President to serve as voting officers of the Board of Directors. The immediate Past President shall also be a voting member of the board. All officers are expected to attend all Board meetings, or if unable to do so notify the President in advance. Appointed officers may serve as the chairpersons of specific committees, and shall document and report their committee's activities to the board. Each chairperson shall organize and maintain a Procedures and Resources Binder which will be passed on to each successive chairperson.

**Section 2 – POSITIONS, DUTIES AND RESPONSIBILITIES:** can be updated, changed or eliminated at any time without official By Laws review or update.

- a. **Art Classic Co-Chairs:** Oversees all aspects concerning the annual Art Classic event. Provides information as necessary to the Newsletter Editor, Fundraising and Publicity Chairpersons.
- b. **Exhibit Chairperson:** Coordinates rotating exhibits for member displays within their venue. Provides advance information to members about details for these displays including limitations, timing and subject requirements.
- c. **Fundraising Chairperson:** Provides means for on going donations and support for SCAA programs throughout the calendar year.
- d. **Event Hospitality Chairperson:** Acts as coordinator for refreshments at their assigned venue/event.
- e. **Historian:** Records and maintains a chronological history of the Association and the members through photo albums, scrapbooks, videos, or other methods as appropriate.
- f. **Membership Chairperson:** Coordinates membership drives, creates membership promotions, sends welcome letters with membership card, sends renewal reminder letters, and maintains records of member status.
- g. **Membership Roster Chairperson:** Maintains and updates the membership roster. Sends via email to Exec Board.

- h. **Newsletter Editor:** Reminds Executive Board and Committee Chairs of deadline to submit information. Creates monthly newsletter with given information. Distributes to membership via email.
- i. **Newsletter Snailmail Chairperson:** Has copies made of current newsletter. Mails via snailmail to those members without email.
- j. **Paint Outs Chairperson:** Coordinates paint outs, sends information to newsletter editor.
- k. **Publicity Chairperson:** Coordinates advertisement for exhibits and events through local newspapers, radio, television, print and other organizations. Provide publicity clippings, newsletters, and other memorabilia for archival purposes to the Historian.
- l. **Program Chairperson:** Oversees all plans and coordination for monthly meetings, workshops, demonstrations.
- m. **Scholarship Chairperson:** Coordinates entry and selection of local high school student art for scholarship consideration. Coordinates the scholarship competition and awards program.
- n. **Volunteer Coordinator Chairperson:** Coordinates volunteer scheduling when/if needed at specific venues/events.
- o. **Webmaster:** Maintains updates and publishes the SCAA web site as needed.
- p. **Sunshine Chairperson:** Sends out cards and/or flowers to acknowledge illness, deaths, as well as very special happy occasions to members. Encourages members to donate at least one handmade card for this purpose.
- q. **Technical Director Chairperson:** Works closely with venue coordinator to determine event set-up needs. Gathers and arranges transport of required supplies. Supervises set up and tear down of panels, lights, etc. Provides technical advice for Executive Board. Works with board members to keep storage center organized.

## **ARTICLE VII - PARLIAMENTARY AUTHORITY**

The operation of the SCAA shall be governed by "Roberts' Rules of Order", latest revision, in all instances not covered by these By-Laws.

## **ARTICLE VIII - AMMENDMENT OF BY-LAWS**

**Section 1 - Review and Amendment:** The Board of Directors shall begin a review of the By-Laws at the second board meeting following installation of new officers, and update them as necessary. Membership ratification of proposed changes is required. **Section 2 - Ratification:** The By-Laws may be amended by a two-thirds (2/3) vote of the members present and voting at a General Meeting at which a quorum (15% of general membership) is present **OR** via email vote to all members with at least 2/3 responding. Notice must be given in the newsletter to all members at least 5 days prior to the general meeting **OR** an email sent to all members at least 5 days before an email vote. **Section 3 -Addenda:** The By-Laws may have addenda describing the duties of each chairperson in detail. When it becomes necessary to add new Committees to the above, the Board of Directors may amend these By-Laws without ratification. Chairpersons will have the rights and responsibilities equal to already established Chairpersons.

**ARTICLE IX - FISCAL YEAR** The physical year shall begin and end with the calendar year.

**ARTICLE X-DISSOLUTION** In the event of dissolution of the Association, the Executive Board shall assign all assets to an educational organization chosen by the membership in accordance with the IRS Code, Section 501(c) (3).