

Redwood Art Association

Bylaws 2019

Article I

Name and Location

The name of the association shall be Redwood Art Association Inc. (hereafter RAA). The location of the corporation for the transaction of its business is the Redwood Art Association Gallery, 603 F Street, Eureka, Humboldt County, California.

Article II

Corporate Powers

The corporate powers of this association shall be vested in a Board of Directors composed of association officers and other members who shall be duly elected by simple majority of votes cast annually by ballot, by members in Good Standing.

Article III

Mission and Objectives

Mission: The Redwood Art Association is a community dedicated to the creation of art as an important and indispensable part of life and the economy of Humboldt County. Our mission is to serve artists by providing resources for exhibitions and education. Art is a valuable asset in educational, social, cultural and economic development.

Non-Discrimination: RAA does not allow discrimination based on race, color, nationality, religion, age, sex, sexual orientation, gender identity or disability.

Objectives: Our objectives are to nurture artistic creativity; provide innovative and leading-edge ideas to inspire our members; collaborate with our members and other organizations; and take positive action to promote art in our community.

Article IV

Membership

Individual Membership: Any person who is sixteen (16) years old or older is eligible for membership in the RAA upon payment of the annual membership dues, the amount of which is determined by the Board of Directors. The Board of Directors may establish categories of Individual Membership with corresponding annual dues. Members in Good Standing (as described below) shall have the following rights: To exhibit their work in the gallery upon payment of an entry fee and under the rules established for Exhibitions by the Board of Directors. To rent the small galleries under the rules established by the Board of Directors. To vote in all elections. To be a candidate for the Board of Directors. To attend all gallery functions that correspond to their category of membership. The Board of Directors may establish special events for different categories of members.

Social Contract: All members agree to adhere to the following code of conduct: Support the non-discrimination clause of these Bylaws and at all times treat other members with respect, refrain from loud, vulgar or offensive language and threatening, destructive or disruptive behavior in the RAA Gallery and at all RAA gatherings and meetings.

Failure to adhere to the code of conduct shall be cause for suspension from entering the RAA Gallery, being present at RAA gatherings and meetings, and all rights associated with being a RAA member in Good Standing. Suspensions shall be by a majority vote of the Board of Directors. Suspended members shall be notified in writing and have the right to appeal their suspension to the Board of Directors.

Good Standing: A member shall be considered to be in Good Standing if they have paid their annual dues and are adhering to the Social Contract described above.

Loss of Membership: Loss of membership shall occur if a member has not paid their annual dues or for cause as defined in these Bylaws or by California law. A member cannot be expelled unless it is done in good faith and in a fair and reasonable manner. The member must receive ample notice of a motion to expel, have the opportunity to respond in a public meeting, and have the presence and participation of the membership, if requested, before the board can issue a notice of expulsion.

Gallery Patron for Life: Considering a person's status as an artist, their service and/or contribution to RAA or the artists of Humboldt County, a person may be made a Gallery Patron for Life by a vote of the Board of Directors. Gallery Patrons for Life shall be exempt from paying annual dues and shall be entitled to all of the privileges associated with Gallery Patron Members including invitations to special events and recognition on a plaque in the gallery.

Article V

Board of Directors

Number of Directors

The Board of Directors shall consist of four (4) Officers: President, Vice President, Secretary and Treasurer, and five (5) to nine (9) Member Directors, for a total of nine (9) to thirteen (13) Directors. The exact amount, within these limits, shall be determined by the Board of Directors.

Term of Directors

Directors and Officers shall serve a term of three (3) years. Terms of office will be staggered so that only one-third (1/3) of the Member Directors and one (1) or two (2) Officers will be elected each year. The President and Vice President will not be elected in the same year. There will be three (3) groups of Directors, A, B and C. Each Member Director and Officer will be assigned to a group. One group will be elected each year on a three (3) year rotation (exception: if necessary to create or maintain a one-third (1/3) balance of Member Directors or Officers being elected each year, a Director or Officer may serve a one (1) or two (2) year term). The term of office shall begin on January 1st of the year immediately following the election and continue until December 31st of the year at the end of the term.

Any Director or Officer who is appointed to fill the seat of a Director or Officer who has resigned may serve out the term of that Director or Officer, or vacate the seat at the next election. Directors or Officers appointed to fill a vacant seat shall stand for election at the next election, the term to be determined to keep a balance of the Directors and Officers being elected in any given year.

Nomination of Directors

The Board of Directors shall establish a Nominating Committee of three (3) persons which will solicit members to be nominated for election to the Board of Directors. The nominating Committee shall have at least one Board Member on it who will lead the committee.

Any member in Good Standing and who is adhering to the Social Contract as described in these Bylaws may be a candidate for election to the Board of Directors by requesting to the Nominating Committee that they be put on the ballot for election to the Board of Directors. The Nominating Committee shall certify that all candidates for the Board of Directors are members in Good Standing as described in these Bylaws.

Nominations to the Board of Directors shall be accepted during the month of October of each year.

At other times of the year the Nominating Committee shall recommend members to fill the seat of resigning Directors or to fill vacant seats on the Board of Directors. The Board of Directors shall vote to accept or reject the nominated interim member.

Election of Directors

Shall be by a vote of the members. The members will be sent a paper ballot with all the nominated members for the election to the Board of Directors on it within the first week of November of each year. The members will be given thirty (30) days to return their ballots. After thirty (30) days the returned ballots will be counted. The outcome will be determined by a majority of the votes cast. The Board of Directors will certify the count at its December meeting and the members will be informed of the results. The Board of Directors may establish a way to vote electronically.

Duties of Directors

1. Know and support the Mission, Objectives, Social Contract and non-discrimination clause of these Bylaws.
2. Conduct the general business of RAA and manage RAA property.
3. Create operating rules (aka Standing Rules) for management of RAA.
4. Set short and long term goals for RAA.
5. Be aware of the financial status of RAA and ensure that it operates in a financially responsible way.
6. Appoint and provide oversight to committees.
7. Serve on at least one (1) Standing Committee.

8. Assign individual members to specific volunteer tasks.
9. Attend Board Meetings.
10. Keep the members informed about the business of RAA and decisions made by the Board of Directors.
11. Directors are responsible for ensuring that RAA is in compliance with state and federal law, the Articles of Incorporation, and these Bylaws. If a board member becomes aware that RAA is not in compliance, s/he has a duty to share that information with the Board.

Meetings of Directors

1. **Quorum:** A Quorum shall be a majority of the current number of Directors. If a meeting starts with a quorum, the quorum shall exist throughout the entire meeting. Directors may participate in a meeting by phone to create a quorum.
2. **Regular Meetings:** The Board of Directors shall meet at least once a month. The date, time and location of the meeting will be set by the Directors. The members shall be notified of the date, time and location of the meetings. If the meeting is at the same time each month, then unless the set date, time or location of the meeting is changed, no notice is necessary.
3. **Special Meetings:** The President may call for special Board Meetings and shall call for a special Board Meeting upon the written request of five (5) or more Directors. All Directors and members shall be given advanced notice of any special Board Meeting with an explanation of why a special meeting is being called.
4. **Participation in Meetings by Telephonic Communication:** Any one or more members of the Board may participate in a meeting by use of conference telephone or similar communications equipment, so long as all participants in the meeting can simultaneously hear each other. Notice, quorum and other requirements for the conduct of meetings shall apply.

Termination of Directors

Any Director who does not pay their annual dues and therefore is no longer a member of RAA may not serve on the Board of Directors.

The Board of Directors, by a majority vote, may suspend a Director for cause who does not fulfill their duties as defined in this document and as provided by California law.

The members may remove a Director for cause who does not fulfill their duties as defined in this document and as provided by California law.

Article VI

Duties of Officers

The President shall:

1. Be the Chief Executive Officer of RAA.
2. Act as Chairperson of the Board of Directors
3. Set and lead all RAA Member Meetings including the Annual Membership Meeting.
4. Set the Agenda for Board Meetings and all Member Meetings.

5. Provide the Directors with the Agenda at least one (1) week before a scheduled Board Meeting.
6. Provide a written Annual Report to the members which includes the results of the latest election of Directors and Officers, a review of the accomplishments of the previous year and plans for the future.
7. Give a presentation of the Annual Report at the Annual Membership Meeting.

The Vice President shall:

1. Be familiar with the duties of the President.
2. Assume the duties of the President in the absence of the President or upon the resignation of the President.
3. Perform other duties as assigned by the President or Board of Directors.

The Secretary shall:

1. Keep an accurate written record of all Board Meetings including; who attended, who was absent, what business was discussed, what motions were presented, who moved and seconded the motion and what the vote count was.
2. Provide all Directors with the minutes of the previous Board Meeting at least one (1) week before the next scheduled Board Meeting.
3. Notify Directors and members of all Board Meetings.
4. Keep a record of all committees which includes the name, type, purpose, authority granted, chair and members of the committee.
5. Attend the Annual Membership Meeting and make a record of that meeting that includes what was discussed, if a quorum of the members were present and the results of any vote taken.
6. Record and store all records of RAA.

The Treasurer shall:

1. Be the Chief Financial Officer of RAA.
2. Oversee the financial affairs of RAA.
3. Make a financial report to the Directors on a monthly basis.
4. Provide the Directors with the financial report at least four (4) days before the next scheduled Board Meeting.
5. Provide the membership with a written Annual Financial Report.
6. Give an Annual Financial Report to the members at the Annual Membership Meeting.
7. Cause to be deposited or deposit all moneys and other valuables in the name of RAA with such depositories as designated by the Board of Directors.
8. Keep and maintain, or cause to be kept and maintain, adequate and correct accounts of the properties and business transactions of RAA, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements.
9. Disburse or cause to be disbursed the funds of RAA as directed by the Board of Directors.

10. Oversee the budget preparation in conjunction with other Directors, Officers or RAA members.
11. Present or cause to be presented the financial records of RAA for an audit if required or requested by the Board of Directors.
12. The Board of Directors may appoint a qualified fiscal agent, Board member or RAA member to assist in the performance of the duties of the Treasurer.

Termination of Officers

Any Officer who does not pay their annual dues and therefore is no longer a member of RAA may not serve as an Officer of the Board of Directors.

The Board of Directors, by a majority vote, may suspend an Officer for cause who does not fulfill their duties as defined in this document and as provided by California law.

The members may remove an Officer of the Board of Directors for cause who does not fulfill their duties as defined in this document and as provided by California law.

Article VII

Committees

1. **Creation:** The Board of Directors may create Select or Standing Committees.
2. **Select Committees:** Have a specific assignment or task to perform and once that assignment or task is completed and a report is made to the Board of Directors the committee is automatically dissolved.
3. **Standing Committees:** Serve for an indefinite period of time and until dissolved by the Board of Directors.
4. **Forming Committees:** When forming a committee the Board of Directors will specify what type of committee it is (Select or Standing), the date it was established, the name of the committee, what purpose or task is assigned to it, the authority granted to it, the time allotted to complete its purpose or task, the person who will chair the committee and the members of the committee. The chair of any committee, except Executive Committee, may nominate persons to be members of the committee. The Board of Directors will approve of or reject committee members. The chair of every committee will make regular reports to the Board of Directors about the activities of their committee.
5. **Advisory Committees:** Must be led by a Board Member who shall report back to the board on a regular basis the activities of the committee. Advisory Committees may consist of non-board members and non-member advisors. They make recommendations to the Board and the Board makes any decisions it feels necessary.

6. **Board Committees:** Are made up solely of Board Members. They may act within the specific authority granted to them by the Board of Directors.
7. **Executive Committee:** The Board may establish an Executive Committee that is made up of the Officers and executives of RAA. It may act on behalf of the Board of Directors in emergencies and within the specific authority granted to it by the Board of Directors.

Article VIII

Membership Meetings

1. **Quorums:** A voting quorum shall be at least one-quarter (1/4) of the members on the date of the meeting that are in Good Standing as described in these Bylaws. Once a quorum has been achieved and a vote has been taken, a simple majority of that quorum (50% plus one) shall determine the outcome of the vote.
2. **Annual Membership Meeting:** An Annual Membership Meeting shall be held in the same month of every year; the exact date, time and location to be determined by the Board of Directors. All members shall be notified in advance of the meeting. At the annual meeting the members will be introduced to the Board of Directors, receive the annual reports of the President and Treasurer, review accomplishments of the previous year, and be informed about important business and plans for the future.

Article IX

Parliamentary Authority

The rules contained in the latest *Robert's Rules of Order*, currently *The Modern Edition*, shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

Article X

Amendments

Amendments or revisions of these Bylaws may be made as follows: A written notice of the requested revision or amendment will be sent to the membership. A quorum of the members as defined in Article VIII above must respond to the written notice of a request for a vote. A majority (50% plus one) of the votes cast (in favor or against) shall determine the outcome of the vote.

These Bylaws were **approved by a vote of RAA members on May 31, 2019.**

The vote count was 55 yes, 0 no. The count was **certified by the Board of Directors** at their regular meeting on **June 14, 2019.**

