

The Village Gallery of Arts, Inc.

BYLAWS

Revised October 2002

Article I - Name

The name of this organization shall be "The Village Gallery of Arts, Inc." as registered with the Corporation Commissioner of the State of Oregon and shall hereinafter be referred to as "Gallery."

Article II - Object

The object of this Gallery shall be to promote education in the field of art by:

- a. Conducting educational art classes for the benefit of the community. Adult art classes are for Gallery members only.
- b. Providing lectures on new methods and trends in painting, framing, and other topics to meet and exchange ideas in workshops and provide interested artists and craftpersons of the area an opportunity to exhibit their work.
- c. Presenting arts and crafts to the community in well planned, interesting exhibits.
- d. No restrictions will be placed upon style or media used by members. Arts and crafts submitted shall be prepared for exhibit according to the Hanging Guidelines and displayed at the discretion of the Hanging and Crafts chairpersons.
- e. The Gallery will host an annual exhibit of local high school senior art work as selected by their art teachers. The exhibit will be juried by the Gallery and awards given.

Article III - Membership

Section 1 Membership shall be of five classes: Charter, Active, Participating, Associate, and Honorary.

Section 2 Charter members are those who formulated the original plans for this organization.

Section 3 Active members may exhibit in any Gallery show or event. Active members are expected to contribute one day a month for the Gallery, primarily as Deskworkers. They are required to learn and follow the procedures in the Deskworker's Manual. They may take Gallery classes. If members cannot meet the requirements of Active membership, they shall be required to change to the Associate or Participating membership classification.

Section 4 Participating members may exhibit in any Gallery show or event. They may take Gallery classes.

Section 5 Associate members may exhibit in two designated shows per year. They may take Gallery classes.

Section 6 Honorary members are designated by the Board of Directors.

Article III, Membership, continued

Section 7 Membership classification can be changed as individual or Gallery needs warrant.

Section 8 Membership shall not be transferable from one individual to another.

Article IV - Dues

Section 1 Annual dues for all membership classifications will be reviewed by the Board of Directors yearly and adjusted accordingly.

Section 2 Members failing to pay dues before the first of the month following their anniversary month shall be notified by the Membership Secretary, and those not paying within a 30-day (thirty) period thereafter shall forfeit all rights to membership, and their names shall be stricken from the membership list.

Section 3 Dues for the current year must accompany all applications for membership and changes in membership classification.

Article V - Fiscal Year

Section 1 The fiscal year shall begin on April 1.

Article VI - Elected Board and Tenure

Section 1 The Executive Board of this Gallery shall be a President, two Vice-Presidents, a Recording Secretary, a Treasurer, and a Membership Secretary.

Section 2 All Executive officers shall be elected by ballot at the annual meeting for a one-year (1) term and may serve two consecutive elected terms.

Section 3 The Board of Directors may waive the two-year (2) limit on holding office at the request of the nominating committee.

Article VII - Board of Directors

Section 1 The Board of Directors shall consist of the elected officers (Executive Board) and the standing committee chairpersons.

Section 2 Except when holding office or committee chairmanship, the Charter Members shall be ex-officio members of the Board of Directors without the right to vote.

Section 3 The Board of Directors shall have the power to make such rules and regulations, governing its own body and the Gallery's members, as the rules and regulations affect the Gallery.

Section 4 The Executive board may be convened at the discretion of the President.

Article VIII - Committees

- Section 1 The following will be Standing Committees (listed alphabetically): Cashier, Classes and Workshops, Crafts, Deskworkers, Inside Shows, Newsletter, Outside Shows, Publicity, Show Hanging. Other committees may be specified by the President as needed.
- Section 2 A Nominating Committee consisting of three Active or Participating members shall be appointed by the Executive Board at least three months before the March annual meeting.
- Section 3 An Auditing Committee consisting of not more than three Active, Participating, or Associate members may be appointed by the Executive Board for the purpose of annually auditing the books of the Treasurer. In lieu of an appointed committee, the President, with approval of the Executive Board, may secure a qualified Auditor.
- Section 4 Standing Chairpersons shall be appointed for a term of one year or until the respective successors are appointed by the newly elected President, subject to the approval of the Executive Board, and may be removed by the President with the approval of the Executive Board.
- Section 5 Any committee vacancies shall be filled in the same manner as the original appointment.
- Section 6 The Chairperson of each committee, except those of the Nominating Committee and the Auditing Committee, shall appoint committee members from the Active, Participating, or Associate members of the Gallery. Appointments shall be with the approval of the President.

Article IX — Reports

- Section 1 Before the annual meeting in March, each member of the Executive Board shall write a detailed report to be submitted to the Board of Directors for presentation at the annual meeting.
- Section 2 Each committee chairperson shall write a detailed report to be filed at the Gallery for future reference. Standing committee reports are due by the March annual meeting.
- Section 3 Activity Reports are due within 30 days after completion of an ad hoc committee task or project.
- Section 4 A copy of each report shall be kept at the Gallery.

Article X-Voting

- Section 1 Active, Participating, and Associate members in good standing are entitled to vote at the annual meetings. The Membership Secretary shall make the final decision as to who is a member in good standing and is thus entitled to vote.
- Section 2 For election of officers, votes must be cast in writing as of the date of the meeting to which the vote pertains. Each ballot shall be delivered in a sealed envelope or placed in the ballot box at the beginning of the election meeting.
- Section 3 No motion shall be declared passed by the membership unless a majority of those voting shall have voted affirmatively.
- Section 4 Executive Board officers and all committee chairpersons have voting privileges at Board of Director meetings (in person, by phone, or by e-mail).
- Section 5 No motion shall be declared passed by the Board of Directors unless a majority of those voting shall have voted affirmatively.

Article XI - Meetings

- Section 1 The annual election meeting shall be held in March each year as designated by the Board of Directors.
- Section 2 A fall meeting shall be held for all members as designated by the Board of Directors.
- Section 3 Special meetings may be called by the Board of Directors or the President upon written request of any three members. Notice of any special meeting shall state the object thereof and be given to all members at least five days before the meeting.
- Section 4 Standing and ad hoc committees shall meet as called by their respective chairpersons or any two members of the committee, reporting the results of the meeting to the President.

Article XII - Expenditure of Money

- Section 1 The Treasurer shall have the authority to pay all current and normal housekeeping expenses of the Gallery.
- Section 2 For all routine expenses (see Section 1 above), the President and the Treasurer are authorized to sign checks.
- Section 3 Beyond such provisions as noted in Sections 1 and 2, no money shall be expended except upon majority vote of the Board of Directors. No money shall be authorized to be expended and no authority given to enter into any contract or obligation involving the payment of money in the name of the Gallery beyond the money actually in hand, except with the approval of the Board of Directors.
- Section 4 In the event the Gallery dissolves, all proceeds, after bills, will go to a nonprofit organization designated by the Board of Directors.

Article XIII - Duties of the Board of Directors

- Section 1 The Board of Directors shall exercise all the powers of the Gallery membership when the members are not in session.
- Section 2 If the office of any Director becomes vacant because of any reason, the Board of Directors shall select a replacement who shall hold office until the next annual meeting of the Gallery.
- Section 3 Minutes of the proceedings of the Board of Directors shall be kept by the Recording Secretary and shall always be open to inspection by any member of the Board of Directors.
- Section 4 The Board of Directors shall hold such meetings as may be necessary to direct the affairs of the Gallery. Meetings of the Board of Directors may be called by the President or any three members of the Board.
- Section 5 The Board of Directors has fiduciary responsibility for the Gallery.

Article XIV - Duties of the Officers

- Section 1 The regular term of office for all officers shall commence at the adjournment of the annual meeting at which they are elected.
- Section 2 The President shall preside at all meetings, shall be an ex-officio member of all committees, and shall perform such other duties as may be prescribed by the Board of Directors and the Bylaws. The President shall appoint all committees not otherwise provided for in the Bylaws.
- Section 3 The Vice Presidents shall assist the President; be completely informed on all Gallery activities; attend meetings of the Board of Directors; shall in the order of their rank perform the duties of the President in his/her absence, or failure or inability to act; and shall perform such other duties as may be prescribed by the Board of Directors. The second Vice President shall serve as Parliamentarian.
- Section 4 The Membership Secretary shall keep an accurate list of the membership of the Gallery. The Secretary shall notify delinquent members as required in Article IV and strike from the membership list all members whose dues have not been paid in accordance with Bylaw procedure.
- Section 5 The Recording Secretary shall be responsible for the correspondence of the Gallery and shall record the proceedings of the Board of Directors. The Secretary shall be the presiding officer in the absence of the President and the Vice Presidents.
- Section 6 The Treasurer shall pay all bills as prescribed in the Bylaws. The Treasurer shall keep an itemized account of all receipts and disbursements and present a written report at each meeting of the Board of Directors. The record of receipts and disbursements for the current year shall be kept together with all relevant documents and submitted along with the Treasurer's annual report to the Auditing committee (or Auditor). The treasurer shall be the presiding officer in the absence of the President, Vice Presidents, and Recording Secretary.

Article XIV, Duties of the Officers, continued

Section 7 The books of the Treasurer shall be examined not less than once a year by the Auditing Committee, or an Auditor, whose report shall be submitted in writing to the Board of Directors for their approval. A copy of the report shall be kept at the Gallery. See Article VIII, Section 3, regarding the appointment of an Auditing Committee or an Auditor.

Section 8 Duties are to be performed as outlined in the Job Descriptions on file at the Gallery.

Article XV - Order of Business

Section 1 The order of business for the meetings of this Gallery shall be as follows:

1. Call to order by the President
2. Reading of the Minutes
3. Reports of Officers
4. Reports of Standing Committees
5. Reports of Ad Hoc Committees
6. Unfinished business
7. New business
8. Adjournment

At the annual meeting in March, the results of the election of officers shall be announced.

Article XVI - Parliamentary Authority

Section 1 "Robert's Rules Of Order" shall be accepted as the authority governing the conduct of procedure of this Gallery and the Board of Directors not otherwise provided for by these Bylaws and subject to rules by which corporations may be organized under Oregon Revised Statutes, Chapter 61.

Article XVII - Amendments

Section 1 These Bylaws shall not be amended or supplemented unless the amendment has been approved by a majority of the Board of Directors and subsequently confirmed by a majority vote of members in attendance at an Annual Meeting or Special Meeting. Notice of the proposed amendment shall be included in the announcement of such a meeting.

Section 2 The Board of Directors may, however, submit any proposed amendment or supplement of the Bylaws to members requesting a vote of approval or disapproval by return mail addressed to the Recording Secretary. Any such amendment so submitted by mail will be approved and effective if the majority of those voting and casting their ballots by mail vote in favor of the proposed amendment or supplement as submitted.