

EVERGREEN ASSOCIATION OF FINE ARTS BYLAWS

ARTICLE I NAME

The name of the Corporation is **EVERGREEN ASSOCIATION OF FINE ARTS**, (formerly known as EASTSIDE ASSOCIATION OF FINE ARTS), which is designated as a non-profit organization for charitable, religious, educational or scientific purposes under section 501(c)(3) of the Internal Revenue Code.

ARTICLE II PURPOSES

- A. To promote, encourage and educate its members and the public in art appreciation.
- B. To promote public appreciation in creative art.
- C. To sponsor and provide programs for art education and artistic improvement of its members and the community.
- D. To initiate, promote and participate in charitable projects.
- E. To conduct these activities with the goal of providing opportunities for the display of art work.
- F. To perpetuate good fellowship among its members, to encourage and assist other art groups, and to maintain the highest standards in relations with the public.
- G. To have and exercise all powers necessary or convenient to effect any or all of the aforesaid purposes.
- H. This organization is organized exclusively for charitable and educational purposes and shall not carry on any activities that would nullify its 501(c)(3) status of the Internal Revenue Code.

ARTICLE III MEMBERSHIP

A. General Membership

The membership is open to those persons who are age 18 and over and who are actively involved in Fine Arts and to those persons who support the general purposes of the corporation.

All members are required to give their time and attention to duties requested by EAFA in order to achieve the purposes of the corporation. Participation by members in the organization's activities may be established by the Board with a minimum requirement of 15 hours per year for each member, not counting general meetings unless fulfilling a certain role to enable the meetings. Hours can be fulfilled in any increments necessary to meet this goal and pursuant to rules developed by the Board of Directors. Exceptions may be handled by the Board.

Any change in membership requirements must be voted on and passed by a valid quorum (as seen in ARTICLE VII, p. 5) of the Board of Directors.

B. Members are eligible to vote, hold office, participate and show art work subject to the corporation's policies.

C. Application for general membership shall be submitted either electronically or in writing to the membership chairperson.

D. Dues- Membership in the corporation shall be maintained by payment of dues and active participation established by the Board of Directors. Upon joining the corporation, the new member shall pay the current annual dues. Dues are not prorated, but if a member joins in the last quarter of the year, the dues will run from that time through to the end of the following year.

E. Members Liability - Exhibiting artists will agree to hold the Eastside Association of Fine Arts or its designated representative harmless for the loss of, the damage to, or misplacement of any of their art work submitted for any show or showing. All artists will be responsible for their own insurance protection of their art work. Every prospectus and/or call for artists for an authorized exhibit must contain the above statement of liability.

F. An EAFA member may be reprimanded via written or electronic notification by a valid quorum of members of the Board for conduct not conducive to the purposes of the corporation or to other members.

ARTICLE IV MEETINGS

A. All meetings of the corporation shall be governed by the *Democratic Rules of Order*.

B. Annual Meeting

An annual meeting of the General Membership shall be held in the month of May at such date, time and place as determined by the Board of Directors. The purpose of the annual meeting will be to elect the Directors, adoption of a preliminary budget and other business as determined by the Board of Directors.

C. The final budget of the corporation shall be adopted at the November general meeting.

D. General Membership Meetings are to be held monthly from September through May at such date, time, and place to be determined by the Board of Directors.

E. The Board of Directors shall meet monthly from September through May or as business demands. The President may call a special meeting of the Board with proper notice.

F. All meetings will be conducted by the President, or in the absence of the President, another member of the Executive Board.

ARTICLE V

BOARD of DIRECTORS, OFFICERS, ADVISORS, and COMMITTEES

A. Board of Directors: The Board of Directors shall be the governing body of the corporation and shall keep the membership fully informed of its actions by posting the actions and motions of the board meetings at the next general meeting or in the next newsletter. The Board shall bring business matters needing full membership participation or voting before the general membership for consideration.

The Board of Directors shall

- (1) operate to ensure that its actions for EAFA do not nullify its status as a 501(c)(3) organization,
- (2) ensure that all funds are subject to accounting reviews or audit of all Federal Tax returns and are properly prepared and submitted by a certified public accounting firm,
- (3) set dues and fees and membership participation goals,
- (4) appoint committees and chairpersons as needed for operations,
- ★ (5) publish and distribute an annual membership directory, either in print or on the website,

- (6) shall post the minutes of Board meetings at the general meeting or on the website, (such minutes will be sent to the Board by the secretary within one week of the meeting and if no corrections are made within four days, the minutes will stand as approved)
- (7) the Board of Directors may authorize any officer or officers, agent or agents of the corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

B. Board Membership: The Board of Directors shall consist of EAFA members as elected officers, the standing and ad hoc committee chairpersons, and non-voting advisors including, but not limited to, past officers.

C. Officers and Duties of the Officers:

1. The President

The President shall be the executive officer of the corporation and shall, in general, supervise and conduct the activities and operations of the corporation. The President shall have general supervision of the affairs of the corporation, and shall keep the Board of Directors fully informed and shall freely consult with them concerning the activities of the corporation. The President may sign, with the Secretary or any other proper executive officer of the corporation, in the name of corporation, all contracts and documents authorized either generally or specifically by the Board. The President shall preside at meetings of the Board of Directors. The President shall perform such other duties as shall from time to time be assigned by the Board of Directors and shall serve as an ex-officio member of all committees except the nominating committee.

2. The Vice President

The Vice President shall conduct general meetings and board meetings, and assume other duties of the President in the President's absence. The Vice President shall assist the President in the affairs of the corporation as necessary.

3. The Secretary

The Secretary shall take minutes of all meetings, conduct the correspondence of the corporation, be custodian of the records of the corporation pertaining to this office, and be of such assistance to the President as requested. The Secretary shall additionally recognize personal accomplishments and bereavements of the members.

A book of policies adopted by the Board of Directors will be maintained by the Secretary for the use of all members of the Board.

4. The Treasurer

The Treasurer shall hold the corporation funds in trust, maintain accurate and detailed records of all financial matters, and submit monthly reports to the Board of Directors. Payments of obligations of the corporation will be made by the Treasurer only after authorized by the Board of Directors. The records of the Treasurer shall be audited once each year by a licensed independent auditor. The fiscal year is from January 1 to December 31.

5. Finance Committee

Finance shall include the current Treasurer and President and no more than 5 other members.

6. The Board shall

- (1) operate to ensure that it does not nullify its status as a 501(c)(3) organization,
- (2) ensure that all funds are subject to accounting reviews or audit of all Federal Tax returns and are properly prepared and submitted by a certified public accounting firm,
- (3) set dues and fees,
- (4) appoint committees and chairpersons as needed for operations,
- (5) publish and distribute an annual membership directory.

D. Committees:

Standing Committees vary according to the needs of the corporation and may include the following:

- A/V Tech ✓
- DVD Librarian
- EAFA Gallery Staff
- Exhibitions:
 - Abstract
 - Members
 - Open
 - Volunteer
- Grants
- Greeter
- Grid Rental
- Historian
- Hospitality
- Membership
- Monthly Competition
- Newsletter Editor
- Nominations ✓
- Plein Air
- Programs
- Public Art Program
- Public Relations ✓
- Signature Fund, Art Education
- Venue Chair ✓
- Volunteer Coordinator ✓

Other Board Committees, as needed, shall be appointed by the President or the Board. All standing committees will be listed in the roster and the corporation newsletter. The chairs of committees will have one vote, and amongst co-chairs, there will be one vote. Contract employees are not considered board members and therefore do not have a vote but may attend Board meetings to present reports and requests.

E. Executive Committee:

The Executive Committee is made up of the elected officers of the corporation and ad-hoc advisors appointed by the officers as needed. Meetings, either in person or electronically, of the Executive Committee may be called by the President for discussion of sensitive and emergency issues as they arise.

F. Removal of Board Members:

Members of the Board may be removed by a majority vote of the Board of Directors at any meeting held, either in person or electronically, for that purpose.

**ARTICLE VI
ELECTIONS**

A. Nominating Committee

The Board of Directors shall appoint a Nominating Committee whose term of office shall be one (1) year. The committee shall select at least one (1) nominee for each office, and the Chairpersons for each standing committee, and submit its report at the Board meeting in the month of April. The approval of the person being nominated must be obtained. Notification of the slate of officers to be elected at the last annual meeting held in May will be sent to the general membership via the May newsletter and/or electronically.

B. Floor Nominations

Any active member may submit additional nominations from the floor, provided however, that consent of the nominee be first obtained.

C. Voting

When there is more than one nominee for an office, the names of those voting and their votes shall be recorded at the May meeting. The majority of votes cast determines the winning candidate. In case no one person receives a majority, then those two who received the highest number of votes shall be re-run for a final vote.

D. Term of Office

The term of office for committee chairs shall be for one (1) year beginning June 1 and ending May 31.

E. Vacancies

Any vacancy that occurs in elected officers shall be filled by Presidential appointment of a temporary officer to fill that vacancy until such time as a permanent officer can be elected by the membership. In the event that the President's position is vacated, the Vice President shall assume the role of President. Any vacated term shall be effective until the next election.

**ARTICLE VII
QUORUMS**

A. General Membership Meeting:

Two-thirds of the membership attending the general membership meeting shall constitute a quorum.

B. Board Meetings:

Five (5) board members, other than advisors, shall constitute a quorum for Board meetings and must be present to vote on business or electronically available.

**ARTICLE VIII
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

A. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

B. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agents of the corporation, and in such a manner as shall from time to time be determined by resolution of the Board of Directors. Such instruments shall be signed by the Treasurer or other designated officer. Checks larger than \$500 must be countersigned by another officer.

C. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

D. Gifts

The Board of Directors may, but is not required to, accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

**ARTICLE IX
OFFICE AND BOOKS**

A. Office

There is no official office of the corporation. The post office box and email address shall be listed in the newsletter and the website, for correspondence purposes.

B. Books

The officers of the corporation shall keep correct books of account of the activities and transactions of the corporation, including a minute book which shall contain a copy of the Articles of Incorporation, a copy of the bylaws, and all minutes of the Board of Directors. Members maintaining official corporation documents shall surrender them upon the request of the board of directors. Documents from preceding years shall be stored in a location designated by the President.

**ARTICLE X
CORPORATE SEAL**

The seal of the corporation shall be circular in form and shall bear the name of the corporation and words and figures showing that it was incorporated in the State of Washington in the year 1981.

**ARTICLE XI
INDEMNIFICATION**

LIMITATION OF DIRECTORS LIABILITY: A director or member of the Board of Directors shall have no liability to the corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by the director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

**ARTICLE XII
AMENDMENTS TO THE BYLAWS**

This corporation may amend these bylaws by a majority of the Board of Directors present at the meeting in which motions for amendments are considered. Such amendments will either be posted at the next general meeting or on the website.

**ARTICLE XIII
TERMINATION**

In the event of dissolution, all assets of the corporation will be given to a 501(c)(3) exempt organization or government entity that promotes the Fine Arts.

Enacted October, 2012