

ARTICLE I

NAME

The name of this organization shall be KEIZER ART ASSOCIATION

ARTICLE II

PURPOSE

The KEIZER ART ASSOCIATION is organized to encourage the creation, understanding, and appreciation of arts in the community; to gather together objects of art for display and interpretation, and to have as a final goal, the participation of all members of the community as apart of the total art education process.

ARTICLE III

SCOPE

SECTION 1. To design, solicit funding and sponsorship, and implement a Multi-Cultural Children's Art Program offered through Keizer Art Association.

SECTION 2. To arrange for community classes in all forms of the arts (Master and Commercial).

SECTION 3. To arrange for display, that which will promote the appreciation, interpretation, and sale of art objects.

ARTICLE IV

LIMITATION OF METHODS

SECTION 1. **NONPROFIT STATUS:** This nonprofit corporation is organized exclusively for charitable or educational purposes within the meaning of section 501(c)3 of the Internal Revenue Code. If, not withstanding any other provisions of the Bylaws, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from income taxes under section 501(c)3 of the Internal Revenue Code.

SECTION 2. The KEIZER ART ASSOCIATION shall be nonpartisan and nonsectarian, and shall take no part in, nor lend its influence or facilities, either directly or indirectly, to the nomination or election of any candidate for office in city, county, state, or nation, nor shall any meeting of a partisan political nature, whatsoever, be sponsored by the Association. However, this limitation shall not be construed as to deprive the organization, its Board or Committees, from holding meetings or participating in discussions which are normally considered a part of the program of a civic association. Such activities include those pertaining to what are commonly referred to as good

government, efficient government, legislation, taxation, public improvement, public finance, and similar activities.

SECTION 3. There shall be no discrimination because of race, sex, or religion.

ARTICLE V

SECTION 1. OFFICES: The principal office of the corporation in the state of Oregon shall be located in the City of Keizer, Marion County, at 980 Chemawa Road NE, Keizer, OR 97303.

SECTION 2. REGISTERED OFFICE: The Corporation shall have and continuously maintain in the state of Oregon a registered office and a registered agent, whose office is identical with such registered office, as required by the Oregon NONPROFIT Corporation Act. The registered office may, but need not be; identical with the principal office in the state of Oregon, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE VI

MEMBERSHIP

SECTION 1. ELIGIBILITY: Any person, family, or business may be a member of the KEIZER ART ASSOCIATION.

SECTION 2. VOTING RIGHTS: Each legally-of-voting-age family or individual member of the KEIZER ART ASSOCIATION shall have one vote. Any business or group other than family shall have one voter per paid membership.

SECTION 3. CLASSIFICATIONS

Class I: Active Volunteer Members

- A. Individual members shall consist of any person of any age group who wishes to belong to the Association and pay an individual membership fee.
- B. Family members shall consist of any family unit (applicant, spouse, and minor children) wishing to join the Association and pay the yearly membership fee.
- C. Senior members are defined as any person age 55 or older.
- D. Student members are defined as any person age 22 or younger
- E. Business members are defined as any person, association, corporation, partnership, or estate who receives a portion of its, or his or her livelihood from dealing with the public in sales and/or services in the community.

Class II: Non-Active Members

- A. Contributing members are defined as any person, association, corporation, partnership, or estate which supports the Association monetarily and chooses not to be an active volunteer member. The contribution shall be \$50.00 annually.
- B. Sustaining members are defined as any person, association, corporation, partnership or estate which sustains the Association monetarily and chooses not to be an active volunteer member. The sustaining contribution shall be \$100.00 annually.
- C. Benefactor members are defined as any person, association, corporation, partnership, or estate which sustains the Association monetarily. The benefactor contribution shall be \$500.00 and receive a Lifetime Membership.
- D. Honorary Lifetime members are any member or person, association, corporation, partnership, or estate which is nominated by the Board of Directors because of their active and continued support of the Association to receive an Honorary Lifetime Membership.

SECTION 4. MEMBERSHIP APPLICATION: Applications for membership may be made by securing the regular membership application of the KEIZER ART ASSOCIATION. Application shall be signed by the applicant, giving his or her address, telephone number and submitting the required membership fee.

Any applicant admitted to membership by the Board of Directors automatically agrees to adhere to the Bylaws, rules and regulations of the KEIZER ART ASSOCIATION. All applications for membership shall be filed with the President and/or Secretary, and by him or her submitted to the Board of Directors. The Board may make such investigation, through committee or otherwise, as may be desirable before acting upon such application.

SECTION 5. MULTIPLE MEMBERSHIPS: Any person, firm, association, corporation, or estate eligible to membership may acquire more than one membership by undertaking to pay the annual dues of each membership, and may designate an individual to represent each such membership, subject to the approval of the Board of Directors.

SECTION 6. REPRESENTATION ON MULTIPLE MEMBERSHIPS: Any person, firm, association, corporation, or estate holding one or more memberships shall have the right at any time to change any or all of its representative's upon written notice to the KEIZER ART ASSOCIATION, SUBJECT TO THE APPROVAL OF THE Board of Directors. Holders of multiple memberships shall not assign memberships outside the managerial and supervisory employees.

SECTION 7. VOTING RIGHTS: Any person, firm, association, corporation, or estate holding more than one membership shall be entitled to cast only one vote.

SECTION 8. SUSPENSION OR EXPULSION: A member may be suspended or expelled by a majority affirmative vote of the executive vote of the executive Board of Directors at any regular meeting of the Board, for conduct unbecoming to a member of the Association; the length of time of a suspension to be specified by the Board at the time other order of suspension is made. The order of suspension or expulsion shall be entered upon the record of the Board; provided however, that before such suspension or expulsion is acted upon, at least ten (10) days written notice shall be given to the accused member of the date of the Board at which action is to be considered, specifying the charges which have been presented against the accused member, giving the accused member an opportunity to appear before the Board and defend him/herself. Such written notice shall be mailed to the members registered address. Members so suspended may be restored to membership at the option of the Board.

ARTICLE VII

DUES

SECTION 1. RATE: The rate shall be determined by the Board of Directors and subject to yearly review. If a determination is made that an increase in dues is advisable, such determination shall be made by resolution of the Board and adopted by three-fourths ($\frac{3}{4}$) vote of the Board quorum. Thirty (30) days written notice of the revised dues schedule shall be given to the membership printed in the. Details of the rate shall be contained in the RULES OF ORDER of the Association.

SECTION 2. WHEN PAYABLE: Annual dues of the members shall be payable each year as outlined in the RULES OF ORDER of the Association.

SECTION 3. DELINQUENCIES: Members who are delinquent in the payment of dues for more than sixty (60) days will be suspended from membership.

ARTICLE VIII

FINANCES

SECTION 1. DEPOSIT OF FUNDS: The Treasurer shall deposit all funds of the Association in a bank (s) to be named by the Board.

SECTION 2. CHECKS: All bills shall be paid by checks signed only by two of the four Officers. A \$1,000.00 spending limit is set for the Treasurer for paying bills or reimbursing consignment sales without the approval of the Board, and if over \$1,000.00 the Treasurer must have the approval of two executive Officers or present the bill or consignment sales at a Board meeting for Board approval.

SECTION 3. AUDIT: A thorough audit, by a certified public accountant or other qualified person shall be made once each year of all the Association's financial transactions.

SECTION 4. SURETY OF BOARD: Officers having charge of the funds shall give bond as may be required by the Board for the safe custody of the funds of the Association, cost of the bond to be borne by the Association if the net assets or fund balances exceed \$75,000.00 for the Association.

SECTION 5. FISCAL YEAR: The fiscal year of the Association shall extend from January 1 to December 31.

SECTION 6. ANNUAL BUDGET: At the beginning of each fiscal year the Board of Directors for the Association shall prepare or cause to be prepared a budget of estimated income and estimated expenditures by each council and/or committee for the current year, which, having been agreed to by the Board, shall stand as the limit of expenditures forth respective purposes, unless otherwise ordered by the action of the Board.

ARTICLE IX

GENERAL MEMBERSHIP MEETINGS

SECTION 1. Regular meetings of the general membership of the Association shall be held as decided by the Board of Directors and outlined in the RULES OF ORDER of the Association. The September meeting of the general membership shall be designated the annual meeting of members and notice of said annual meeting shall be published in the monthly newsletter of the Association and emailed/mailed to each active member's last known address or email address not more than forty-five (45) days nor less than seven (7) days in advance of the date of said meeting.

SECTION 2. When special business is to be transacted at regular general membership meetings, notice thereof shall be given as herein provided.

SECTION 3. QUORUM: At all general meetings 25 percent of the members in good standing shall constitute a quorum.

SECTION 4. SPECIAL MEETINGS: The President, at his or her discretion may call a special meeting of the general membership of the Association. The President shall, when requested in writing by the quorum of the members in good standing of the general membership, call special meetings of the general membership, which call shall be written notice directed to each member at his or her last known address or email address not more than fifty (50) days nor less than seven (7) days in advance of the date of said meeting.

ARTICLE X

BOARD OF DIRECTORS

SECTION 1. The government and the administration of the Association, the direction of its work and the control of its property, shall be vested in a working Board of Directors, consisting of

fourteen members, four of whom shall be the President, Vice President, Secretary and Treasurer. These four shall herein be referred to as the officers of the Association. There will be a Past President. The other nine members shall be elected and shall serve a two year term and shall be referred to as the Directors. No Director shall serve more than six (6) consecutive terms.

- SECTION 2. All members of the Association, in good standing, shall be eligible to be elected as Officers or Directors.
- SECTION 3. Meetings of the Board of Directors shall be held on a regular every basis as set forth in the RULES OF ORDER of the Association, the date and time to be determined by the Board of Directors and outlined in the RULES OF ORDER of the Association.
- SECTION 4. A majority of the members of the Board (one-half plus one) shall be necessary to form a quorum to transact business, adopt a resolution, or take official action, and the act of the quorum shall be that act of the Board. If a quorum shall not be present at any meeting of the Board, the Directors may adjourn or recess the meeting until a quorum shall be present.
- SECTION 5. SPECIAL MEETINGS: A special meeting of the Board of Directors may be called at any time by the President or by a majority of the Directors; provided that when called otherwise than by the President, a written notice shall be issued to each Director and Officer stating the time, place, and purpose of the meeting and postmarked or email dated at least three days prior to the date of the meeting.
- SECTION 6. VACANCIES: Any vacancies on the Board may be filled by appointment by the President and approval by the Board from the membership of the Association for the un-expired term.
- SECTION 7. COUNCILS AND COMMITTEES: The Board of Directors shall authorize and define the powers and duties of all the councils and committees.

There are three councils, Education, Operations and Show. An Officer of the Board of Directors shall serve as the council chairperson. Each council includes both Board of Directors serving as committee chairpersons and members in good standing serving on committees.

All committee chairpersons shall be a member of the Board of Directors, if not possible, then the chair must be a member in good standing and report directly to the Council Chair and the Board of Directors. The President shall appoint all committee chairpersons, subject to confirmation by the Board of Directors. In the event any committee fails to discharge the duties assigned to it with reasonable promptness or violates any provision of these Bylaws or directives of the Board, such committee may be discharged by the President, who shall report his or her action to the Board, and thereupon appoint a new committee.

- SECTION 8. The Board of Directors shall have the power to make and from time to time adopt, alter, and amend the Bylaws and to make all rules and regulations expedient for the management of the affairs of the Association.
- SECTION 9. BOARD ACTION WITHOUT MEETING: Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, and with the same force and effect as a unanimous vote of the Directors, if all members of the Board shall individually or collectively consent in writing or by telephone or by email consensus. If by telephone or email consensus, confirmation must be made at the next meeting of the Board.
- SECTION 10. WAIVER OF NOTICE: Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully or properly called or convened.
- SECTION 11. No Director shall receive compensation for his or her service.

ARTICLE XI
OFFICERS

- SECTION 1. The Officers shall consist of a President, Vice President, Secretary, and Treasurer, each of whom shall be elected by a quorum of the members at the annual meeting of members and each of whom shall take office on the following January 1st.
- SECTION 2. PRESIDENT: Shall be the chief executive Officer of the Association and shall perform all the duties commonly incidental to that office, and shall preside at all meetings of the general membership and Board of Directors. The Presidents' term shall be two years; not to exceed two consecutive terms. Shall be a chairperson and sit on one of the three councils.
- SECTION 3. VICE PRESIDENT: Shall assume and perform the duties of President in the absence of or disability of the President or whenever the office of the President is vacant. The Vice Presidents' term shall be two years; not to exceed two consecutive terms. Shall be a chairperson and sit on one of the three councils.
- SECTION 4. SECRETARY: Shall see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; shall keep the minutes of all proceedings or meetings of members and of the Board of Directors and in general shall attend to duties outlined in Roberts Rules of Order. The Secretary's term shall be two years; not to exceed two consecutive terms. Shall be a chairperson and sit on one of the three councils.

- SECTION 5. **TREASURER:** Shall receive and have custody of funds and securities of the Association; shall keep adequate and correct accounts of the Association's properties and business transactions and shall perform such other duties as may be required by the Board of Directors or the President. Shall submit a written report at each meeting of the Board of Directors. The Treasurer's term is a two year term. Specific other duties may be provided for in the Association's RULES OF ORDER.
- SECTION 6. Any Officer may resign at any time by giving written notice of such resignation to the Board of Directors, or to the President of the Association. Documentation of such resignation will be filed with the Secretary of the Association. Unless otherwise specified in such written notice, such resignations shall take effect upon receipt thereof by the Board of Directors or by President, and the acceptance of such resignations shall not be necessary to make it effective.
- SECTION 7. **REMOVAL:** Any Officer and or Director may be removed by a majority vote of the Board of Directors with just cause, and a successor appointed by the President subject to confirmation by the Board at any time. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- SECTION 8. **VACANCIES:** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the President, subject to confirmation by the Board of Directors, for the un-expired portion of the term.

ARTICLE XII

NOMINATIONS

- SECTION 1. **NOMINATING COMMITTEE:** A Director will be appointed the Nominating Committee Chairperson by the Board of Directors at the August meeting of the Board of Directors. The Director will select two (2) members in good standing to serve on the committee. The committee will ask for recommendations for a slate of nominees of members in good standing from the general membership and or the Board of Directors in writing to the committee. Nominations will also be accepted at the September general meeting when the floor is opened to the members for nominations.
- SECTION 2. **METHOD OF NOMINATION:** The Nominating Committee shall accept any nomination from or of members in good standing to run for open Board of Directors positions, with no less than one nominee for each open Director or Officer position. In selecting nominees for Director and Officers, the committee shall endeavor to contact all members to allow for a diversified representation of the membership.
- SECTION 3. **REPORT OF THE NOMINATING COMMITTEE:** The slate of nominees shall be printed in writing in the October issue of the Associations' newsletter accompanied by a brief bio of each nominee, and shall be presented by the committee chairperson at the October Board of Directors meeting. The election shall be completed within forty-five

(45) days after the nominations have been announced in writing by the Nominating Committee.

ARTICLE XIII

ELECTION OF DIRECTORS AND OFFICERS

- SECTION 1. ELECTION BOARD: Shall be appointed by the President and be composed of not less than three members, one of which shall be the Secretary, who shall act as judges of the election, and who shall meet at the Association on the close of business on the 20th day of November to open the official ballot box, count and tally the official vote. The members shall then notify the President of the official vote and submit a written confirmation of the election to the President to present to the Board of Directors and the membership at the December general meeting. Notice of written election results will be printed in the December issue of the Association Newsletter. The judges shall supervise the election and shall serve from the time of their appointment until the result of the election is ascertained.
- SECTION 2. BALLOT: The ballot shall be so printed as to give each voter an opportunity to designate his or her choice of candidates by placing a cross or mark in a box or on a line at the left of the name and designation of each candidate. The slate of candidates shall be arranged in order of nominees for Officers first in random order of surnames, then all nominees for Directors in random order of surnames, to assure fairness of vote. The official ballot and a return pre-addressed envelope shall be mailed to the general membership in good standing with their October Newsletter by no later than the fifth (5) day of October. One ballot per each membership. An official sealed ballot box will be setup in the Association's offices of business for the collection of the ballots by return mail or in person. The election will close at 4:00 p.m. on the twentieth (20th) day of November.
- SECTION 3. VOTING: Shall be by individuals fulfilling the requirement of legal voting age. This shall also pertain to family membership designation. Group membership designation shall have one vote cast by an individual of legal voting age. Cumulative voting and voting by proxy shall not be allowed.
- SECTION 4. DETERMINATION OF THE VOTE: The nominee in each category who receives the highest number of votes shall be declared elected. If a tie occurs in the election of any Director or Officer, the judges shall cast lots and certify as elected the person or persons whom the lot determines.

ARTICLE XIV
PARLIAMENTARY PROCEDURE

The rules contained in the latest edition of the Roberts Rules of Order shall govern the procedure of this Association in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or RULES OF ORDER of this Association.

ARTICLE XV
REFERENDUM

Upon the request, in writing, of five (5) members, in good standing of the Board of Directors, the Board shall, or upon its own initiative, may submit questions pertaining to policies or projects by mail to the membership for referendum vote. The ballot for that vote shall be accompanied by a brief statement supporting each side of the question. Action taken thereon shall be final and shall bind the Board of Directors.

ARTICLE XVI
AMENDMENT

The Bylaws may be amended by a majority of the members of the Board of Directors. The RULES OF ORDER of the Association may be amended as those rules stipulate at their beginning.

SECRETARY'S CERTIFICATE

I, _____, The Secretary of the above-entitled corporation do hereby certify that the foregoing is a true and correct copy of the corporation Bylaws as adopted by the Board of Directors of the corporation effective _____.

Date this _____ day of _____, 200__.

KEIZER ART ASSOCIATION

By: _____
Secretary

Revised 1/2004