

Fallbrook Art Association Bylaws

September 2017

Article I: Name, Purpose, and Objectives

- 1) Name: The name of this corporation shall be the “Fallbrook Art Association”. [FAA]
- 2) Purpose: The purpose of this non-profit corporation is educational and charitable, as set forth in its Articles of Incorporation.
- 3) Objectives:
 - a) To bring together persons who are interested in art and to form a social and educational organization for the interest of our community.
 - b) To promote the understanding and appreciation of art among the people of the area through art shows, displays, programs, art marts, and other means.
 - c) To broaden the interests and understanding of the aesthetic value of art among our members by sponsoring speakers, demonstrations and exhibitions of noted artists.
 - d) To enable members to have an opportunity to gain recognition, to hold critiques and to encourage members to make better use of their hobby or leisure time.

Article II: Administration

- 1) The Fallbrook Art Association Inc. (hereinafter referred to as the FAA) shall be administered by a Board of Directors. Officers shall be elected by the general membership during the annual general membership meeting in November of each year. All other Board Members shall be volunteers who shall serve after having been approved by the Board. The term of service of all Board members shall run from January 1st through December 31st.
- 2) The Board of Directors of the FAA shall consist of officers and directors, identified as follows.
The elected officers shall be a President, a 1st Vice President who shall act as a co “Chair” to the President, a 2nd Vice President, a Treasurer and a Secretary.

Director positions are as follows:

Art Assist
Art Shows
Community Events
Director-at-Large
Membership
Newsletter Editor
Programs (for General Meetings)
Publicity
Scholarship
Web Master
Workshops (for General Meetings)

Officers and Directors shall provide oral or written updates/reports at Board Meetings as appropriate to their position responsibilities.

Non-voting (non-director) Committee Chair positions are as follows:

Annual Board Member Exhibit
Bob Burton Exhibit Change-Out
FAA Equipment Storage
General Meeting Set-Up
Greeter (for General Meetings)
Member Communications
Plein Air Competition & Show
SD County Fair FAA Fine Art Awards

- 3) Each Board member of the FAA shall exercise one vote in official FAA Board meetings. Co-Chairs shall not vote unless Chairs are not present.
- 4) All Board members shall serve without compensation except reimbursement for personal expenses incurred in the course of conducting official FAA business with board approval. All Co-Chair nominees must be approved by Board vote. The requestor must complete a Co-Chair Nomination form and submit this to the board for approval.
- 5) No official business shall be conducted at FAA Board meetings unless a quorum is present. Five (5) Members of the Board shall constitute a quorum, at least two (2) of which must be officers.
- 6) Official FAA Board meetings shall be held once a month except during July and August. Special Board meetings shall be held when called by the President or any four Board members including at least two (2) officers.

- 7) Vacancies that occur during the fiscal year may be filled by a majority vote of the Board.
- 8) Any officer or other member of the FAA Board may be removed for cause by a two-thirds (2/3) vote of the Board. Legitimate causes for removal shall include, but not limited to, the following: Failure to properly perform designated duties, repeated failure to attend official Board meetings, misappropriation of FAA funds, and contrary conduct deemed to be harmful to the best interests of the FAA.

Article III: Powers of the FAA Board Members

- 1) The Board of Director of the FAA shall manage all the association's affairs, including setting policy and amending the Bylaws, all consistent with the association's Articles of Incorporation.
- 2) Without prejudice to such general powers, the directors shall also have the following specific powers, to wit:
 - a) To adopt and alter a common seal of FAA.
 - b) To select and designate such banks or trust companies as they may deem advisable, as official depositories of the funds of FAA and to prescribe and order the manner in which such deposits shall be made and/or withdrawn.

Article IV: Officers and Their Duties

- 1) The officers of this association shall be a President, two Vice Presidents, a Treasurer, and a Secretary. All officers shall be elected by majority vote of the membership for one year terms, except in the case of a vacancy, in which event the Board may appoint a replacement.
- 2) Duties and responsibilities:
 - a) President
 - i) Take responsibility for supervision of all FAA activities and operations.
 - ii) Preside at FAA general and Board meetings.
 - iii) Provide agendas for all meetings.
 - iv) Sign official documents and communications on behalf of the FAA.

- v) Submit nominations to the Board to fill vacant Board posts. Nominations will be approved only by majority vote of the Board.
- b) 1st Vice President
 - i) Act as a co-Chair to the President in all FAA matters.
 - ii) Preside at meetings in the absence of the President.
 - iii) Co-sign FAA checks
 - iv) Make reports to the President when requested.
- c) 2nd Vice President
 - i) Duties identical to those of the 1st Vice President except that 2nd Vice President presides at meetings only when both President and 1st Vice President are absent.
- d) Treasurer
 - i) Maintain all financial records of the FAA on an accrual basis.
 - ii) Prepare monthly financial reports to be delivered to the Board.
 - iii) Inform the Membership Chair of any member dues paid as well as any member information (addresses, phone numbers, etc.) that he or she may receive.
 - iv) Receive all monies accruing to the FAA.
 - v) Make deposits and withdrawals of FAA funds.
 - vi) Prepare checks as authorized by the FAA Board.
 - vii) Sign official checks and obtain a second signature from any of the following: President, or either Vice President.
 - viii) Prepare an annual FAA budget.
- e) Secretary
 - i) Record and maintain minutes of all official FAA Board meetings.
 - ii) Submit minutes of the previous meeting at the beginning of each new Board meeting.
 - iii) Make corrections or additions to, or deletions from, minutes as directed by the Board.
 - iv) Serve all notices or communications as required by the Bylaws or as directed by the Board.
 - v) Maintain and update as required, the Roles and Responsibilities (R&R's) list for each Board position as well as each committee lead position. The R&R's must provide sufficient detail, that incoming position holders have a complete understanding of the duties and responsibilities of their position.

- 3) The Board, by a majority vote, may change, add to, or reduce the duties of any Board member. The Board may also, by a majority vote, eliminate or add to the number of Board members with the exception of elected officers. The Board may increase or decrease the number of elected officers only by amending these Bylaws.
- 4) When Board members are unable to continue in their posts, they shall promptly inform the President and shall also endeavor to find a suitable replacement from among the FAA membership.

Article V: Committees

- 1) The President, upon authority conferred by the Board of Directors or the membership, may designate and appoint committees on any subject within the powers of FAA.
- 2) Each committee chairperson shall make a report to the Board, either orally or in writing, as appropriate to the activity level of their committee. Such reports shall outline needed volunteer support, funding or any other resources subject to Board approval/action.

Article VI: Memberships

- 1) Membership in FAA shall consist of regular dues paying members and such other members as may, from time to time, be designated by the Board of Directors. The Board of Directors shall have the power to admit by invitation other members of FAA and for such period as they may elect.
- 2) The categories of membership shall be:
 - a) Individual
 - b) Family (husband, wife, and minor children)
 - c) Student (full time student at an educational institution)
 - d) Life Member (Life Membership is no longer offered, but current Life Memberships shall be honored for the duration.
 - e) Honorary Member

The Board of Directors may establish such other categories of membership as it may deem proper from time to time, and shall fix the dues thereof.

Article VII Special and Annual Meeting of Members and Nominating Committee

- 1) At the November General Meeting of each year, a vote by the general membership shall be taken to confirm the Board vote for Officer nominations. The general membership votes only on Officer positions, but the full slate of Officer, Director and Committee Chair positions shall be read. The November General Meeting must be publicized as an Annual Membership meeting through normal Membership Communication channels. A quorum shall consist of at least twenty-five (25) members.
- 2) The annual Nominating Committee activity is the responsibility of the Director-at-Large. Procedural details are outlined in the Roles and Responsibilities for that position. At the September Board meeting, the Director-at-Large shall submit to the Board the slate of nominees. Positions for which there are no willing nominees shall be discussed to set a strategy to secure volunteers and/or to cover those position responsibilities with existing volunteers for the coming year.
- 3) The Director-at-Large may initiate volunteer solicitation for Board and Committee Chair positions at any time during the year to support the goal of achieving volunteers for all existing and newly created positions.
- 4) At the October General Meeting, a slate of prospective members of the Board of Directors shall be presented to the Membership. At the November Board Meeting and November Annual Membership Meeting, the Board and Membership shall elect a Board of Directors for the ensuing year.
- 5) A special meeting of the Membership may be called by the President, a majority of the Board, or a majority of the Membership.

Article VIII Notice to Members

- 1) Notice of the call for any annual or special meeting of the members of FAA shall be given by the Secretary, or such other officers as the Board of Directors may, from time to time, determine, to each members not less than five days prior to the date of the holding of such meeting.
- 2) Notice and Waiver of Notice: Whenever any notice is required by these Bylaws to be given, such notice so required shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper, addressed to the person entitled thereto at his last known post office

address. The person entitled thereto may waive such required notice in writing. An alternative to the above is to send a notice by email to his last known email address.

- 3) Notice of any meeting may also be given in the form of a newsletter sent to all members by either email or postal mail.

Article IX Liability of Members

- 1) No member of FAA, either regular or otherwise, shall be personally or otherwise liable for any of the debts, liabilities and/or obligations of FAA.

Article X Donations

- 1) FAA may accept gifts, legacies, donations and/or contributions in any amount and any form, upon terms or conditions subject to the Board approval.
- 2) Any gifts, legacies, donations and/or contributions donated to a specific fund shall be deposited in that fund and be used only for that purpose.
- 3) The FAA is not organized for, nor shall it be operated for, pecuniary gain or profit. Any and all FAA funds shall be used solely to support the non-profit activities of the association. No FAA funds shall inure to the benefit of any FAA member, nor shall any FAA funds be given or donated in any way, or to any other group or organization except to pay legitimate FAA related expenses.

Article XI Scholarship

- 1) Financial Scholarships shall be awarded yearly to deserving high school art students who show outstanding promise.

Article XII Amendments

- 1) These Bylaws may be amended or repealed in whole or in part by a vote or written consent of a majority of the Board or by the membership at a meeting called for that purpose, or as otherwise provided by law. All proposed changes by the Board shall be submitted in writing to the Board at

any meeting, but before action is taken thereon, notice thereof shall be given to each member of the Board either personally, by postal mail, or by email. The written consent of a majority of the board shall make prior notification unnecessary.

Article XIII Fiscal Year

- 1) The Fiscal Year shall be January 1 through December 31 of each year.

Article XIV Meetings

- 1) Meetings of FAA shall be governed by the rules of Parliamentary Law and Robert's Rules of Order. These Bylaws shall supersede any conflicting provision of any other rules of procedure.

Article XV Dissolution

- 1) In the event that it becomes necessary or appropriate to dissolve FAA, the assets of the Association shall be sold to the highest bidder, taking into account the fair market value, and other relevant factors. All proceeds from such sales shall be deposited into the bank account of FAA.
- 2) All assets so remaining after payment of all outstanding liabilities as certified by the President and Treasurer shall be contributed to a local non-profit charitable or educational corporation, which has established tax-exempt status under the relevant sections of the IRS code. Such a transfer shall require Board approval.

End of Articles.