CORONA ART ASSOCIATION, INC.

BYLAWS & STANDING RULES

Approved: September 8, 2026

Article I Name

The name of this organization shall be the Corona Art Association, Inc., (C.A.A.). This organization is a 501(c)(3) non-profit organization under the laws of the State of California and federal laws.

Article II Purpose

The purpose of the C.A.A. is to encourage and develop the appreciation, study, and practice of visual arts, and to further educate, inspire, and enrich the lives of others through our programs, exhibits, and activities.

Article III Membership

<u>Section 1. Membership Categories</u>

a. Individual membership.
b. Student membership – must provide current, valid student identification.
c. Dual membership – Two friends or family members.
d. Family membership – Parent (s), guardian(s) in the same household, with teens under 18 years of age.
e. Honorary Membership - The Board of Directors may, by a majority vote, grant honorary membership for a term of one year. Honorary members will not have voting rights or be eligible to hold office.

Note: Life Membership – Lifetime membership is no longer being offered. Any individual who held life membership in the C.A.A. prior to January 1, 2025, shall retain all rights and privileges associated with that membership. They are exempt from any future increases in dues or assessments related to their life membership.

Section 2: Membership

a. The Board of Officers and Directors shall establish the amount of the Membership dues and membership categories, subject to the approval by the general Membership.
b. Annual dues are payable on or before January 1. These dues are non-refundable.
c. Any member who fails to pay dues by the 1st day of February shall be considered inactive and shall lose all privileges until their dues are made current.
d. New members shall have their first-year dues prorated to fifty percent (50%) if their membership commences on or after July 1st. This prorated rate applies to first-time members only.

Section 3: Membership Responsibilities

a. Each member in good standing shall have one vote. No vote shall be by proxy. Voting members must be 18 years of age to vote on financial and business activities.
b. Membership responsibilities include attending meetings, participating in C.A.A. shows and events, volunteering to gallery sit, joining committee activities, providing demonstrations or workshops, and assisting with other C.A.A. activities as necessary.
c. The Board has the right to revoke or refuse anyone's membership by a two-third (2/3) vote for cause.
d. Non-members are welcome to attend up to two general membership meetings each year.

Article IV Board of Directors

One elected or appointed position must hold the position of Parliamentarian.

Section 1. Elected Directors

The Board of Directors shall consist of five (5) elected officers and one (1) elected Director at Large, elected by vote of the General Membership:

- President
- 1st Vice President
- 2nd Vice President
- Secretary
- Treasurer
- Director at Large (elected)

Section 2: Appointed Directors

Following the installation of new officers, the President shall appoint or re-appoint two (2) Directors-at-large. Appointments shall be made biennially in alternating even and odd calendar years, subject to approval by the Board.

- Director at Large (appointed)
- Director at Large (appointed)
- Director at Large (appointed)
- Director at Large (appointed)

Section 3. Term Of Office

The term of office for all Officers and Directors shall be two (2) years. The President shall not serve more than two (2) consecutive elected terms as President.

The terms of officers shall commence at the formal installation of Officers at the January Board of Directors meeting and shall terminate at the formal installation of the newly elected Officers and Directors to these offices.

3.1 In even-numbered years the following elections shall occur:

- 1st Vice President
- Treasurer
- Elected Director at Large

3.2 In odd-numbered years the following elections shall occur:

- President
- 2nd Vice President
- Secretary

3.3 Members in good standing may vote. No vote shall be by proxy. A plurality vote exists, which means the candidate with the most votes wins (even if they do not receive more than 50% of the total votes).

3.4 During the 1st meeting in January, and when new Board members are installed, the Board shall complete/sign a new Bylaws Signatory Page Amendment and attach it to the current bylaws. The appropriate notification to applicable agencies and the California Secretary of State shall also be made by the C.A.A. Secretary.

Section 4. Nominations

During September/October, a Chairperson for the Nominating Committee will be appointed by the President and approved by the Board. It shall be the duty of this committee to select qualified members who are willing to have their names submitted for nomination to fill each elective office falling vacant. Their names will be announced at the November General Meeting. Nominees from the floor may be accepted, provided the member is in good standing and has given consent.

Section 5. Election of Officers

Election of Officers will be held at the November General Meeting.

a. If there is only one (1) nominee for each office, the Officers may be elected by a voice vote.
b. If any office has more than one nominee, each Member in good standing present at the November General Meeting shall receive a voting ballot.
c. Ballots will be counted by three (3) tellers of election, appointed by the President to the Elections Committee prior to the balloting.

Section 6. Vacancies

With the approval of the Board, the President shall appoint any vacancies on the Board. The appointed member shall hold office for the balance of the term.

Section 7. Conducting Business

The Board of Directors shall conduct all normal business for C.A.A. as defined by the bylaws.

- Board members shall use their C.A.A. email account for official C.A.A. communications and the electronic systems to share documents. Board members are expected to access their C.A.A. email regularly and at least several times per week.

- Official communications including newsletters, social media postings, flyers, clarification of C.A.A. rules, etc., must be reviewed and approved by the 2nd Vice President and two (2) members of the Communications Committee. Timely response is necessary.
  Approvals shall be communicated via email to the Board.

Section 8. Removing Member(s)

- The Board has the right to revoke or refuse anyone's membership by the affirmative vote of at least two-thirds (2/3) for cause.
- The Board of Directors may at any time remove any fellow Board member by the affirmative vote of at least two-thirds (2/3) of the Board for any of the following:
    - Continually failing to perform their duties that may have a fiduciary responsibility to perform, being disruptive or conducting themselves in a manner deemed detrimental to the Board or the C.A.A. membership. The Board shall review all written complaints.
    - Violating C.A.A. bylaws, or violating any Federal or California laws while performing Board-related duties for a 501 (c) (3) Non-Profit Organization.

As a result of the violation, the Board may convene a special Ethics Committee.

If a Board Member's membership is revoked, it shall be noted in the Board meeting minutes and the General meeting minutes.

Article V Duties of Officers and Directors

Each Officer and Director will be responsible for preparing and maintaining a manual/logbook documenting their activities for their term. The manuals/log books shall be provided to the incoming Officers and Directors immediately following each installation of Officers and Directors.

Officers and Directors are expected to inform fellow Board members of communications affecting C.A.A.

<u>President</u>

a. Shall prepare the agenda in coordination with the Secretary for and preside during all Board and General meetings.
b. With Board Approval, shall appoint Chairpersons for all Standing and Special Committees.
c. Shall sign certificates, membership cards, and dually sign checks with another co-signer Officer as required.
d. Shall operate within C.A.A.'s budget.
e. May be an ex-officio member of all committees except the Nominating Committee.

<u>1st Vice President</u>

a. In the absence of the President, shall preside at Board and General Meetings and conduct presidential duties, or appoint a designee.
b. Shall be responsible for arranging programs of interest pertinent to the purpose of the Association for General Meetings and special events.
c. With the assistance of the Board of Directors Directors, shall be responsible for compiling a proposed calendar of events for the upcoming year to present to the new Board of Directors at the end of the year.

<u>2nd Vice President</u>

a. Shall provide publicity for C.A.A. art shows, special events, General Meeting and any other Association activities.
b. In the absence of the President and 1st Vice President, will preside at the Board and General meetings and conduct the duties of the President.

Secretary

a. Shall keep a full and complete record of the proceedings of the Board of Directors meetings and of the General meetings and shall supply copies of the Board Meeting minutes to the Officers for approval.
b. Shall be custodian of C.A.A. records, ensuring that all approved minutes of the C.A.A. meetings are stored in C.A.A. record books and as required by State and Federal Law. Archival records shall be stored online.
c. No original business documents/records may be taken from the Gallery by any Officer, Director, or member without prior Board approval.
d. Shall provide a summary of the minutes at the General Meeting.
e. If unable to attend a meeting, shall ensure copies of the prior meeting minutes.
f. If unable to attend a meeting, shall ensure someone is available to record the current meeting.
g. Shall collect and disperse postal mail at least one time each week.
h. Shall retrieve voicemail messages from the C.A.A. telephone account, transcribe messages, return telephone calls if appropriate, or notify relevant parties of messages, at least one time each week.

Treasurer

a. Shall receive all money, have charge of all funds of the Association, and pay bills on behalf of C.A.A.
b. Shall deposit all funds in a financial institution designated by the Board.
c. Shall present a current financial report at Board Meetings and a brief report at General Meetings.
d. Shall provide written debit and credit totals to the Board no later than the January meeting to facilitate budget projection.
e. Shall prepare and submit required reports to ensure proper state and federal tax reporting and payments. For example: California Department of Tax and Fee Administration (C.D.T.F.A.), California Franchise Tax Board, and Federal Internal Revenue Service.
f. Shall provide to the Board a monthly accounting of the prior month’s income and expenses from first to last day of the month and shall maintain copies of all financial reports in the financial records.

Parliamentarian

a. Shall guide the Board and the membership in following C.A.A. Bylaws and Robert's Rules of Order.
b. Shall perform other duties as assigned by the President.

Directors at Large

a. Oversee Committee Chairpersons as assigned by the President.
b. Assist other Board members where needed.
c. Shall perform other duties as assigned by the President.

Article VI Committees

Section 1. Coordinators

Coordinators of Standing and Special Committees shall be appointed by the President and approved by the Board at the January Board meeting each year.

a. Coordinators who are not Board Members may be invited to attend Board meeting but do not hold the official position of Director and do not have voting privileges.
b. Coordinators shall select Committee Members from the General Membership to assist in performing the duties specified for their committee.
c. The Board has the right to transfer a Standing Committee Coordinator's responsibility to another Coordinator based on business-related needs or the lack of volunteers.
d. Standing and Special Committee Coordinators shall submit a written report on the activities and needs of their respective Committees no later than 24 hours before the next scheduled Board Meeting.
e. Standing Committee Coordinators, or their designees, are expected to participate in C.A.A. events.
f. Committee Coordinators shall keep a manual/logbook consisting of a record of their activities, financial reports, suggestions and recommendations to guide the next person to fill the role.
g. Coordinators are expected to inform Board Members of all communications affecting C.A.A.

Section 2. Standing Committees

1. Art Shows
2. Communications
3. Community Outreach
4. Education
5. Elections
6. Finance and Audit
7. Fundraising
8. Gallery and Facility
9. Hospitality
10. Information Technology

11. Maxine Piester Memorial Scholarship
12. Membership Committee
13. Volunteer Services

<u>Section 3. Special Committees</u>

As needs arise, Special committees shall be convened by the President and approved by the Board. Names may also be suggested by the General Membership. Recommendations from any Special Committee shall be presented to the Board for approval prior to presentation to the General Membership.

<u>Section 4. Responsibilities of Standing Committees and Coordinators</u>

1. Art Shows Committee:
   a. Shall maintain records of art show take-in and take-out for all regularly occurring C.A.A. art shows.
   b. With input from the Board, shall oversee the procedures and policies for take-in and take-out for the benefit of the Membership and logistical concerns of the Coordinator.
   c. Shall oversee the placement of art in the gallery for shows and special events.
   d. Shall order or obtain ribbons for art show winners as needed.
   e. In the Fall, shall collect suggestions from the Membership for art show topics or themes for the following year. At the November General meeting, the membership shall vote by ballot or voice vote administered by the Art Show Committee Coordinator.
   f. Shall record winning artworks, compute all points necessary, and ensure eligibility to determine the winner of the Artist of the Year award.
   g. With the Artist of the Year, shall determine when a one-person show should be available, and coordinate with the Communications and Hospitality coordinators to provide full support for the event.
   h. Shall update the Artist of the Year perpetual plaque.
   i. Shall provide a certificate to the Artist of the Year.

2. Communications Committee:
   a. Shall manage C.A.A. social media accounts and regularly post information regarding classes, art shows, and other events to C.A.A.'s official social media channels.
   b. Shall manage the information conveyed (the content) on the C.A.A. web site.
   c. Shall send periodic updates to Members electronically, telephonically, or by postal mail.
   d. Shall document the activities of C.A.A. in a newsletter or blog to be published at least every two months.
   e. Shall maintain a non-Member emailing list, provide sign-up sheets to join emailing lists for the gallery and at events, and send announcements to the emailing list when appropriate.

3. Community Outreach Committee:
   a. Shall represent C. A. A. at community and civic meetings and functions.
   b. Shall act as liaison with other art associations, art centers, museums, the Chamber of Commerce, the City Council(s), and other organizations as requested by the President and the Board.
   c. Shall actively seek community exposure to promote the mission of the Association.
   d. Shall work with the Volunteer Services Coordinator to arrange for volunteers at community events.

4. Education Committee:
   a. Shall register art classes in the Gallery and be responsible for maintaining records of enrollment.
   b. Shall help organize student art shows with art instructors.
   c. Shall arrange for class demonstrations and examples of student art work at various community events in support of C.A.A. educational and scholarship programs.
   d. Shall update the Board regarding available classes for publicity purposes; shall provide the website coordinator with advance notification of updated information for the C.A.A. website.
   e. Shall work with the Board and coordinate training required by Law and by C.A.A. policies. Examples of applicable laws:
      - California's Assembly Bill AB-506 Youth service organizations: child abuse and neglect prevention. This drives certain training and background checks (typically via Live Scan fingerprinting).
      - California's Senate Bill SB-988 Freelance Worker Protection Act.

5. Elections Committee:
   a. Shall provide job descriptions to prospective Board members.

6. Finance and Audit Committee:
   a. Shall consist of the Treasurer, 1st Vice President, Education, Fundraising, and Scholarship Chairpersons, and others as appointed by the President. They shall submit next year's annual budget proposal to the new Board of Directors in November-December so the Board has time to review it before approving the budget at the January Board meeting. The proposed budget shall then be presented to the General Membership for review and discussion at the January General meeting.
   b. Shall organize an Audit sub-committee that typically reviews the previous year's financial records starting in March of each year. An audit report is submitted to the Board within a month after the audit is completed.

      Audit actions may also be triggered by a majority vote of the General Membership, or to comply with any state or federal regulation. The audit sub-committee shall be appointed by the President, with the Treasurer as advisor.

7. Fundraising Committee:
    a. A Director at Large shall be designated chair for this committee and shall designate and work with the committee to raise funds.
    b. Shall coordinate all fundraising efforts to support the General fund, Scholarship fund, C.A.A. moneyed art shows, and other C.A.A. events or projects as needed.

8. Gallery and Facility Committee:
    a. Shall ensure that the gallery is adequately stocked with basic items such as paper towels, soap, cleaning supplies, trash bags, etc.
    b. Shall inspect the facility to assure a safe and clean environment.

9. Hospitality Committee:
    a. Shall create a friendly, welcoming atmosphere at General Meetings and other C.A.A. functions.
    b. Shall be responsible for providing greeters, guest book sigh-in, name tags, refreshments, and assistance with functions.
    c. Shall be responsible for coordinating volunteer sign-up for refreshments and organizing items needed for any events.
    d. Shall arrange for stocking of C.A.A. “snack bar” and “coffee bar,” or similar refreshments maintained for purchase in the facility.

10. Information Management Committee:
    a. Shall maintain, manage, and secure internet-based cloud service storage and computing applications (programs) for C.A.A. documents, forms and information, including but not limited to files, photos, contacts, calendar, forms, and email.
    b. Shall maintain the website with assistance from a Committee Member, including updating it regularly and as necessary, with new information.
    c. Shall grant access to and provide training for website or Internet-based cloud service applications to Board and Committee Members.
    d. Shall update official C.A.A. email addresses for Officers and Directors of the Board.
    e. Shall secure and store all technology and online account usernames and passwords opened and maintained on behalf of the Corona Art Association.

f. Shall revise Membership application as directed by the Board.

11. Maxine Piester Scholarship Committee:

a. Shall update and revise necessary scholarship application and interview forms annually.
b. Shall contact Corona-Norco Unified School District (CNUSD) schools with application information.
c. Shall review applicants for eligibility and conduct appropriate interviews and portfolio reviews (if required) to determine who the scholarship (s) will be awarded.
d. Shall coordinate with the Fundraising Coordinator and Treasurer to determine the amount and number of scholarships that will be available.
e. Shall keep accurate records of all applicants for scholarships. Shall verify student enrollment with class schedule and payment of registration.
f. Shall notify recipients of awards and arrange for payment of awards.
g. Shall coordinate with the Communications Committee to ensure that the scholarship recipients receive public recognition.

12. Membership Committee:

a. Shall coordinate efforts to recruit new Members.
b. Shall communicate with new Members regarding benefits and responsibilities of Membership and provide Membership cards.
c. Shall notify Members when they need to renew their membership. Notification shall be provided via telephone call, email, or postal mail.
d. Shall keep up to date records of Members' status and notify the Board and General Membership when new Members have joined.
e. Shall maintain an updated Membership list that is accessible to all Board Members.

13. Volunteer Services Committee:

a. Shall coordinate with all committees and the Board to recruit volunteers to assist in the duties and functions of the committees.
b. Shall coordinate with the Community Outreach Committee to determine the volunteer needs for all C.A.A. community and outreach events and recruit volunteers from among the C.A.A. Membership or appropriate outside sources (example: "JustServe.org)
c. Shall keep a record of volunteers, hours, and update the Board.
d. Shall provide information regarding festivals, art shows, and or exhibits to the members who want to participate in these activities.

Article VII Meetings

With regard to Board meetings and General meetings:

a. There shall be a minimum of ten (10) monthly General Meetings per calendar year.
b. Special meetings may be called by the President or the Board of Directors or by petition of ten (10) or more general members.
c. Notice of all Special meetings shall be communicated to the membership at least ten (10) days before said meeting.
d. The Board of Directors shall meet as often as necessary to conduct the affairs of the C.A.A.
e. The President shall have no vote except in the event of a tie.
f. Quorum: five (5) members of the Board of Directors shall constitute a quorum for Board Meetings and twenty percent of members shall constitute a quorum at General or Special Meetings.
g. The day of the Board Meetings shall be specified by the Board.
h. The day of the General Meetings shall be specified by the Board.

Article VIII Financial Administration

Section 1. Reserve Fund and Investments

The Reserve Fund shall be held in financial accounts as designated by the Board of Directors. No investments beyond interest bearing bank accounts shall be undertaken without the approval of a majority vote of the General membership.

Section 2. Signature Cards

All fund signature cards shall be re-filed with proper corporate resolutions when new officers take office. There shall be a signature card at the designated bank which must include the current signatures for the Treasurer, President, and 1st Vice President.

Section 3. Disbursement Thresholds

Any non-budget disbursement of two hundred fifty dollars ($250) or more shall require the approval of a majority of the Board of Directors. Any non-budget disbursement of greater than one thousand dollars ($1,000) requires the approval of a majority of members present at a general meeting.

Section 4. Conflict Of Interest

No Officer shall be the co-signer of any C.A.A. check made payable to them.

Article IX Adoption and Amendments of Bylaws and Standing Rules

Section 1. New Bylaws affecting the number of Board positions, terms of office, election procedures, or membership dues may only be adopted, repealed, or amended at a General or Special Meeting of the membership that is communicated at least ten (10) days prior to such meeting.

Section 2. Because of the Board's Fiduciary responsibility, new Bylaws may be adopted, repealed, or amended by the Board of Directors as long as the changes do not in any way affect Section 1 above. Notice of any changes is to be immediately posted and announced at the next General Meeting.

Section 3. No amendment shall be made by these bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

Section 4. The standing rules affecting the number of Board positions, terms of office, election procedures, or membership dues only may be amended by a simple majority vote of members attending a general meeting after notification ten (10) days prior to the meeting.

Section 5. The Standing Rules may be amended or repealed by the Board as long as the changes do not in any way change the number of Board positions, terms of office, election procedures, or membership dues. Notice of any changes is to be immediately posted and announced at the next General Meeting.

Article X Parliamentary Authority

Roberts' Rules of Order, Revised, shall be the parliamentary authority for this organization in all applicable cases but may not supersede C.A.A. Bylaws or Standing Rules.

Article XI Standing Rules

In addition to and in accordance with the bylaws of the C.A.A., the following Standing Rules shall be the working regulations of C.A.A.

a. A Bylaws Review Committee shall convene at the discretion of the Board of Directors or at the request of a majority of the General members attending a General meeting.
   The committee shall consist of 5 people: 2 Board members and 3 General members.
   The minimum number of people required to hold a review meeting is 4; attendance may be in-person or virtual.
b. All proposed projects and contracts to be entered into by the C.A.A. shall be brought before the Board for approval before any commitment is made.
c. No unauthorized use of the C.A.A. logo/brand, name, or non-profit status shall be allowed without approval of the Board of Directors.
d. If necessary, the Board shall engage the services of a legal advisor to assure the integrity of contracts between the C.A.A. and members or vendors.
e. The Board reserves the right to refuse or return donations or sponsorships from groups or individuals whose activities are not in alignment with the values of the C.A.A. or the laws of the Federal Government.
f. Any amendment to the original or amended Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of directors.
g. In compliance with the California Corporations Code, C.A.A. must prepare and file a certificate of amendment of Articles of Incorporation with the California Secretary of State.
h. C.A.A. must submit an annual filing of charitable organization with the California Department of Justice.
i. C.A.A. must submit an annual filing of a Statement of Information with the California Secretary of State.

BYLAWS SIGNATORY PAGE AMENDMENT

This document signed by the current, newly installed and appointed Officers and Directors is considered to be an amendment to the Bylaws of Corona Art Association, Inc. (C.A.A.). As allowed under Article IX, Section 2 of the C.A.A. Bylaws, this document is considered to be a technical change to the signatory page found within the bylaws and replaces all past bylaw signatory pages, while representing the current Officers and Directors, also known as C.A.A.'s Board of Directors.

All names listed are considered to be the sworn in Board of Directors of Corona Art Association, Inc. All Board members listed below agree to adhere to the bylaws of the C.A.A. By signing this document, the Board members fully understand their Fiduciary responsibility in carrying out their duties on behalf of the C.A.A.

Position	Printed Name	Signature	Date
President	______________________________	______________________________	_________________
1st Vice President	______________________________	______________________________	_________________
2nd Vice President	______________________________	______________________________	_________________
Secretary	______________________________	______________________________	_________________
Treasurer	______________________________	______________________________	_________________
Director at Large	______________________________	______________________________	_________________
Director at Large	______________________________	______________________________	_________________
Director at Large	______________________________	______________________________	_________________
Director at Large	______________________________	______________________________	_________________