

THE
BYLAWS AND STANDING RULES

OF THE



CORONA ART ASSOCIATION

AS AMENDED BY THE BOARD OF DIRECTORS ON 9-6-2016

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BYLAWS

ARTICLE I NAME AND PURPOSE

- Section 1. The name of this organization shall be the Corona Art Association, a non-profit corporation authorized under the laws of the State of California, whose principal place of business is Corona, California.
- Section 2. These bylaws replace the bylaws of 2007 and all version prior to the final approval date of this version.
- Section 3. The purpose of the Corona Art Association (CAA) 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.
- Section 4. The organization is structured as a 501 (c) (3) non-profit organization under the laws of the State of California and existing federal laws.

ARTICLE II MEMBERSHIP

- Section 1. Membership shall be open to anyone interested in furthering the aims of this organization as set forth in Article I, Section 3.
- Section 2. Annual membership dues shall be payable on or before January 1. Any person who subscribes to the purpose of the Association and remits dues during the calendar year shall be considered an active member. Each active member shall have one vote at any General Meeting held during the year for which such payment was made. Any member who fails to pay dues by March 1 shall be considered inactive and loses all privileges until their dues are made current.
- Section 3. The Association shall have the following classes of membership:
- a. Individual
 - b. Couple
 - c. Life
 - d. Honorary membership may be granted a person judged by the Board to be worthy. All Honorary memberships shall be on an annual basis unless otherwise designated.
- Section 4. The responsibilities of membership include attending meetings, participating in CAA shows and events, volunteering their time on committees, gallery sitting, providing demonstrations or workshops or providing other CAA assistance.
- Section 5. Because of the Boards fiduciary responsibilities for the association it has the right to revoke or refuse anyone's membership by a two-thirds vote, including any Board Member or Officer if their actions are detrimental to the association or its membership. Notice of such action is to be immediately posted and announce at the next General Meeting.

ARTICLE III BOARD OF DIRECTORS

- Section 1. The Board of Directors shall consist of five (5) elected Officers and one (1) elected Director at Large and up to four (4) Directors at Large appointed by the President and approved by the Board.
- Section 2. **Officers and Directors elected by vote of the General Membership:**
1. President
 2. 1st Vice President
 3. 2nd Vice President
 4. Secretary
 5. Treasurer
 6. Director at Large (*elected*)
 7. Director at Large (*appointed*)
 8. Director at Large (*appointed*)
 9. Director at Large (*appointed*)
 10. Director at Large (*appointed*)
- Section 3. The term of office for all Officers and Directors shall be two (2) years. No one may serve more than two (2) consecutive elected terms as President. The terms of all Officers and Directors 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.
- Section 4. During September/October, a Chairperson for the Nominating Committee shall 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 shall be announced at the November General Meeting. Anyone desiring to introduce additional nominees from the floor may do so at this time, provided said nominee is a member in good standing and has previously given consent.
- Section 5. Election of Officers shall be held at the November General Meeting. If there is but one (1) nominee for each office, the Officers may be elected by a voice vote. Ballots shall be counted by three (3) tellers of election, appointed by the President prior to balloting. Only members in good standing shall vote. No vote shall be by proxy. A plurality vote exists.
- Section 6. Officers shall be elected for a term of two (2) years, with the President, 2nd Vice President and Secretary being elected on the odd numbered year and the 1st Vice President, Treasurer and Director at Large being elected on the even numbered year to provide continuity in governance
- Section 7. Any vacancy occurring on the Board shall be filled by the President, with the approval of the Board, and such member so appointed shall hold office for the remainder of the term
- Section 8. Subject to the limitations of the bylaws, the Board of Directors shall conduct all normal business for this organization.
- Section 9. The Board of Directors may at any time remove any fellow board member by a two-thirds vote of the Board for any of the following:
- a. Continually failing to perform their duties that they have a fiduciary responsibility to perform, being disruptive or conducting themselves in a manor deemed detrimental to the Board or the CAA membership. If the Board receives several complaints, deemed to be serious in nature, in writing from members, the Board can remove a Board Member.
 - b. Violating CAA Bylaws, or violating any Federal/Calif. related law while performing Board related duties for a 501(c) (3) Non-Profit Organization.
- Depending upon the infraction, the CAA reserves the right to ask for a resignation and or conduct a thorough investigation, while adhering to privacy laws when dismissing a Board Member. Notice of dismissing a Board member is to be immediately posted and announced at the next General Meeting.

ARTICLE IV DUTIES OF OFFICERS AND DIRECTORS

President

- a. Shall prepare the agenda in coordination with the Secretary for and preside during all Board and General Meetings.
- b. Shall appoint Chairpersons for all Standing and Special Committees with Board approval.
- c. Shall sign certificates, membership cards and dually sign checks with co-signer Officer as required.
- d. Shall operate the Association within allotted budget.
- e. May be ex-officio member of all committees except the Nominating Committee.

1st Vice President

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

2nd Vice President

- a. Shall provide publicity for CAA art shows, special events, General Meeting and any other Association activities.

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 the Association records, ensuring that all minutes of the Association meetings are stored in the Art Association record book(s).
- c. Shall oversee the completion and transfer of Directors' manuals from outgoing to incoming Directors immediately following each installation of Officers and Directors.
- d. Shall provide a summary of the minutes at the General Meeting.
- e. If unable to attend meetings, shall obtain a replacement to deliver copies of prior minutes and record new ones.
- f. Shall handle all outgoing correspondence of the Association
- g. Shall be responsible for ordering and maintaining all letterhead stationery, envelope and other forms necessary to the operation of the Association.
- h. Shall collect and disperse mail.

Treasurer

- a. Shall receive all money, have charge of all funds of the Association, and pay all bills on behalf of the Association.
- b. Shall deposit all funds in a bank designated by the Board of Directors.
- 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 an annual report to the State Board of Equalization.
- 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 CAA Bylaws and Robert's Rules of Order.
- b. Other duties as assigned by the President.

Directors at Large

- a. One Director to server as Parliamentarian and other duties as assigned by the President.
- b. To oversee Committee Chairpersons as assigned by the President.
- c. To assist other Board members where needed.
- d. Other duties as assigned by the President.

ARTICLE V COMMITTEES

Section 1. Chairpersons of Standing Committees shall be appointed by the President and approved by the Board to serve a term at the pleasure of the President and Board of Directors. Chairpersons may be invited to attend Board meetings but do not hold the official position of Board of Director and do not have voting privileges. They shall select committee members from the general membership to assist in performing the duties specified for their committee. The Board also has the right to transfer a Standing Committee Chairperson's responsibility to another Chairperson or eliminate a Standing Committee based on business related needs or the lack of volunteers.

Section 2. **Standing Committee & Chairpersons**

- 1. Art Show Installations and Opening Receptions
- 2. Artist of the Year
- 3. Community Outreach Coordinator
- 4. Education Coordinator
- 5. Facility Maintenance
- 6. Gallery Coordinator
- 7. Historian
- 8. Hospitality
- 9. Library and Art Resources
- 10. Membership Drive Coordinator
- 11. Newsletter Editor
- 12. Photography
- 13. Scholarship
- 14. Show and Special Events
- 15. Sponsorship
- 16. Volunteer
- 17. Website Coordinator
- 18. Workshops Coordinator

Section 3. **Duties of Chairpersons**

Art Show Installations and Opening Receptions

- a. Shall oversee the placement of art in the Gallery for shows and special events.
- b. Shall coordinate with the Hospitality Committee to provide refreshments and decorations for art show receptions and provide other services for shows as needed.

Artist of the Year Chairperson

- a. Shall keep a record of **all entries** and winning artworks at General Meetings and Shows, compute **all** points necessary and to ensure eligibility to determine the winner of the Artist of the Year award.
- b. Shall determine, with the Artist of the Year, when a one-person show shall be available, and coordinate with the Show and Special Events Chairperson and the Publicity Committee to provide full support for the event.
- c. Shall provide a certificate to the Artist of the Year and update the wall plaque.

Community Outreach Coordinator

- a. Shall attend community and civic meetings and functions as a representative of the Association.
- b. Shall act as liaison with other art associations, the Chamber of Commerce, art centers, museums and other organizations as requested by the President and the Board.
- c. Shall actively seek community exposure to promote the mission of the Association.

Education Coordinator

- 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 post a listing of available classes and provide class information to the public.
- d. Shall arrange for class demonstrations and examples of student art work at various community events in support of CAA educational and scholarship programs.
- e. Shall update the Board regarding available classes for publicity purposes; shall provide the Website coordinator with advance notification of updated information for the CAA website. In most cases this will require advance notice of at least three (3) months.

Facility Maintenance Chairperson

- a. Shall ensure that the Gallery is adequately stocked with basic items such as toilet paper, soap, office supplies (e.g. paper, ink and pencils), paper towels, paper goods, coffee, creamer, etc.
- b. Shall inspect the facility periodically to assure a safe and clean environment.

Gallery Coordinator

- a. Shall work with the Board to arrange for gallery changes for designated CAA sponsored art shows and rotating shows.
- b. Shall keep a record of all art presented in the gallery.
- c. Shall supervise the signing in and out of all art work.
- d. Shall arrange with gallery participants to cover hosting of the gallery. Each artist exhibiting shall sit at the gallery for at least four (4) hours once per month or provide a workshop or demonstration in lieu of gallery sitting hours.

Historian

- a. Shall keep a record of all Association functions. Historical records are to consist of, but are not limited to, a scrapbook of photographs of events and copies of published articles, notices and reviews.
- b. Shall assess how to preserve original historical data and materials from CAA history files.
- c. Shall maintain completed historical records at the Gallery and make them available for educational purposes.

Hospitality

- a. Shall create a friendly, welcoming atmosphere at General Meetings and other CAA functions and shall be responsible for providing greeters, guest book sign-in at the door, name tags, refreshments and assistance with opportunity drawing functions; shall advise the President of guests and new members in attendance at meetings and functions.
- b. Shall be responsible for coordinating monthly volunteer sign up for refreshments and organizing items provided.
- c. Shall ensure that a group of hospitality volunteers attend and provide services including cleanup efforts at all General Meetings and other CAA functions.

Library and Art Resources

- a. Shall procure and maintain art-related books, videos and other resource materials for members' use.
- b. Shall maintain checkout records and follow up on items in circulation.

Membership Chairperson

- a. Shall coordinate efforts for recruitment of new members.
- b. Shall accept dues and provide membership cards.
- c. Shall keep up-to-date records of members' status and shall notify members when they need to renew. Notification shall be provided via telephone call, e-mail or postal mail reminders.
- d. Shall report on current membership status at Board meetings and shall provide at least one copy of updated membership listing each month to be retained at the Gallery

Newsletter Editor

- a. Shall prepare the newsletter no less than bi-monthly.
- b. Shall provide the newsletter to active members, designated appropriate parties and other art associations via e-mail or postal mail.
- c. Shall appoint or request assistance as needed to properly distribute newsletters including preparation of address labels.

Photography Chairperson

- a. Shall be available or have photographers available for art shows and CAA functions.
- b. Shall coordinate with the Show Chairperson and the Education Coordinator to offer photography classes and photography displays.

Scholarship

- a. Shall be responsible for awarding scholarships and art-related expense reimbursements to students and young artists as part of the CAA Maxine Piester Memorial Scholarship Program.
- b. Shall contact Corona/Norco area schools and work with the principals, scholarship coordinators, and art teachers to identify potential scholarship candidates.
- c. The Board and Scholarship Committee shall coordinate fundraising efforts for the Scholarship Fund and jointly determine the annual amount of awards to be bestowed.
- d. Shall keep accurate records of all applicants for scholarships and all expenditures and reimbursements to recipients.
- e. Shall work with the Publicity Chairperson and Web Coordinator to ensure that scholarship recipients receive public recognition.

Show and Special Events Chairperson

- a. Shall arrange for art shows, exhibits and related activities as planned by the Board.
- b. Shall appoint, coordinate with, and advise other committee and sub-committee chairpersons as needed.
- c. Shall notify Newsletter Editor, Publicity Chairperson, and Website Coordinator of coming events with adequate lead time. In most cases this will require three (3) months or more advance notice.
- d. Shall coordinate with the Art Show Installation Chairperson to arrange for installation and receptions for all shows.
- e. Shall notify all award and prize winners for competitive shows by telephone call the day of judging.

Sponsorship

- a. Shall be responsible to coordinate fundraising efforts in support of the General Fund, Scholarship Fund and for CAA art shows and events

Volunteer

- a. Shall coordinate with all committees to recruit volunteers to assist in the duties and functions of the committees.

Website Coordinator

- a. Shall maintain the CAA website and update the site quarterly with CAA events and information.
- b. Shall coordinate with the Publicity Chairperson and other committees to obtain necessary information.

Workshops

- a. Shall make all necessary arrangements including the allocation of fees and payments, to offer a variety of educational hands-on workshops for members and the local community.
- b. Shall coordinate scheduling of workshops with other events and education programs and provide advance information to the Website Coordinator and to the Publicity Committee.

Section 4. **Special Committee**

Chairpersons shall be appointed 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.

ARTICLE VI MEETINGS

- Section 1. There shall be a minimum of ten (10) monthly General Meetings per calendar year. Meetings shall be held each month except July and August.
- Section 2. Special meetings may be called by the President or the Board of Directors or by petition of ten (10) or more general members.
- Section 3. Notice of all Special Meetings shall be communicated to the membership at least ten (10) days before said meeting.
- Section 4. The Board of Directors shall meet as often as necessary to conduct the affairs of CAA.
- Section 5. The President shall have no vote except in the event of a tie.
- Section 6. Quorum: five (5) members of the Board of Directors shall constitute a quorum for Board Meetings and twenty percent of members in good standing shall constitute a quorum at General or Special Meetings.

ARTICLE VII FINANCIAL ADMINISTRATION

- Section 1. The Budget Committee shall consist of the Treasurer, 1st Vice President, 2nd Vice President, Scholarship, Sponsorship and Special Events Chairpersons and or other Board members as appointed by the President. They shall submit the annual budget proposal to the new Board of Directors at the end of the year. Upon approval by the Board, the proposed budget shall be presented to the General Membership for approval at the January meeting.
- Section 2. The financial records shall be reviewed at the end of each year by an audit committee, except when another method is deemed necessary by the Board of Directors, by a majority vote of the general membership, or to comply with any state or federal regulation. The audit committee, appointed by the President, shall consist of up to two Board members and up to two members from the general membership, with the Treasurer as advisor.
- Section 3. The Reserve Fund shall be invested and/or held in such banks, savings, or investment accounts as may be 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 4. All funds 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 Treasurer's, President's, and Vice President's signatures.
- Section 5. Any non-budget disbursement of one hundred dollars (\$100) or more shall require the approval of a majority of the Board of Directors. Any disbursement of greater than twenty-five hundred dollars (\$2500) for non-budgeted items requires the approval of a majority of members present at a General Meeting.

ARTICLE VIII SPONSORSHIP

- Section 1. Sponsorship shall be open to anyone interested in providing financial assistance, prizes, awards, goods and merchandise to assist with CAA functions and the mission of the organization.
- Section 2. Anyone contributing \$50 or more in cash, gifts or services shall receive advertising in the CAA newsletter.

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 by a majority vote of those present in good standing, provided notice of said meeting has been communicated at least Ten (10) days prior to such meeting.
- Section 2. Because of the Boards 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 the number of Board positions, terms of office, election procedures or membership dues. *See Section 1 above.* Notice of any changes is to be immediately posted and announced at the next General Meeting.
- Section 3. Whenever an amendment or new bylaw is adopted, a final version shall be bound in the book of bylaws with the original bylaws in the appropriate place. The final version shall bear the signatures of all current Board members and shall be dated the day of signature. If any bylaw is repealed, the fact of the repeal with the date of the meeting at which the repeal was enacted or written, or written assent was filed, shall be bound in said book.
- 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 position, terms of office, election procedures or membership dues, Notice of any changes are to be immediately posted and announced at the next General Meeting

ARTICLE X PARLIAMENTARY AUTHORITY

- Section 1. Robert's Rules of Order, Revised, shall be the parliamentary authority for this organization in all cases which are applicable but may not supersede CAA Bylaws or Standing Rules.

ARTICLE XI STANDING RULES

In addition to, and in accordance with, the bylaws of the Corona Art Association, the following Standing Rules shall be the working regulations of this Association.

1. A Bylaws Review Committee shall convene at the discretion of the Board of Directors or at the request of a majority of the General Membership attending a general meeting. The committee shall consist of up to three (3) members from the Board and up to Two (2) members from the General Membership. If no members from the General Membership volunteer for the committee the Board may conduct the review on its own or cancel the review. Notice of either action is to be reported to the General Membership.
2. The day of the Board Meetings shall be specified by the Board.
3. The General Meeting dates shall be designated by the Board.
4. The Budget Committee shall submit the annual budget recommendations to the Board of Directors at the end of the year.
5. All proposed projects to be entered into by the Association shall be brought before the Board for approval before any commitment is made. No unauthorized use of the CAA logo, name or non-profit status shall be allowed without approval of the Board of Directors.
6. If necessary, the Board shall engage the services of a legal advisor to assure integrity of contracts between the Association and members or vendors.

7. Each Officer, Director and Committee Chairperson shall be responsible for preparing and maintaining a logbook consisting of a record of their year's activities, financial reports, suggestions and recommendations to guide the incoming office holder. These books shall be passed to the new Officers at the end of the year in December.
8. The Committee Chairpersons of the Association shall be selected by the President and approved by the Board of Directors.
9. The Nominating Committee shall provide job descriptions to prospective Board members.
10. The Board of Directors shall establish the amount of membership dues and the classes of Membership subject to approval by the general membership
11. The membership year begins January 1st. Persons joining for the first time only may have their dues prorated.
12. Budget: The outgoing Board shall prepare a projected budget for the coming year. The projected budget shall be accepted and/or amended by the incoming Board.
13. All minutes of the Association meetings must be stored by the Secretary in the Art Association record book(s). All other records not currently in use shall be stored at the discretion of the Board.
14. All records shall be kept in accordance with State and Federal regulations.
15. All rules covering festivals, shows, and/or exhibits shall be made known to the members at least three (3) months prior to such events.
16. No CAA documents may be taken from the Gallery by any Officer, Director or member without prior Board approval.
17. At the first Board Meeting in January the Board shall complete a new Signatory Page and attach it to the current Bylaws.
18. No Officer shall be the co-signer of any CAA check made payable to them.

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 Corona Art Association Bylaws. As allowed under Article IX, Section 2 of the CAA 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 CAA's Board of Directors.

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

<u>Position</u>	<u>Printed Name</u>	<u>Signature</u>	<u>Date</u>
President	_____	_____	_____
1st Vice President	_____	_____	_____
2nd Vice President	_____	_____	_____
Secretary	_____	_____	_____
Treasurer	_____	_____	_____
Director at Large	_____	_____	_____
Director at Large	_____	_____	_____
Director at Large	_____	_____	_____
Director at Large	_____	_____	_____
Director at Large	_____	_____	_____

Signed by Board of Directors on _____

