

BYLAWS  
OF  
FOLSOM ARTS ASSOCIATION  
A California Nonprofit Association

ARTICLE I  
NAME/OFFICES/PURPOSE

1. NAME. The name of this association is the FOLSOM ARTS ASSOCIATION, (FAA).
2. OFFICES OF THE ASSOCIATION.
  - (A) Principal Office. The principal office for the transaction of the activities, affairs, and business (principal office) shall be located in or around the City of Folsom, CA, as determined from time to time by the board of directors (board).
  - (B) The board shall publish on its website a mailing address to which official communications to FAA may be directed.
3. PURPOSE. The purposes of FAA are:
  - (A) To promote the appreciation of and participation in the visual arts;
  - (B) To promote and encourage the expression of creativity through the visual arts;
  - (C) To improve, promote, and provide art-orientated educational services to the community;
  - (D) To promote facilities for an art center and gallery for instruction, creation, and display of paintings, statuary and other objects of the visual arts; and
  - (E) To promote the creative growth of our members within the community.

ARTICLE II  
MEMBERSHIP, DUES/TERM, AND VOTING RIGHTS

1. MEMBERSHIP. FAA membership shall be open to anyone interested in or engaging in the arts in the greater Folsom area. Applications for membership shall be made to the membership chair with dues. The following categories of membership shall apply:
  - (A) Individual members shall be those artists and art supporters who apply for and timely pay applicable dues.

- (B) Honorary membership may be given to selected individuals in or out of the organization when approved by unanimous vote of the board of directors.
- (C) Student membership may be given to full time students.
- (D) Family membership may be given to members when more than one family member applies for membership.

## 2. DUES/TERM

- (A) The amount of annual dues shall be determined by the board of directors.
- (B) A member's initial term shall take effect on the date payment of dues is received, and shall run through the end of that month in the following year. (For example, if a new member applies for membership any time in January of 2019, that membership term shall run through to the end of January 2020, which date [January 31] shall serve as the "anniversary date").
- (C) A member who pays late shall nonetheless have his/her term expire on the following anniversary date as established per paragraph 2(A). (For example, if a member's anniversary date is January 31, 2020, but he/she does not pay dues until March 15, 2020, that member's term shall nonetheless expire January 31, 2021.)
- (D) A member whose dues are not paid within sixty (60) days following the due date is delinquent and shall be deleted from the membership if he or she fails to pay the entire delinquent amount within ten (10) days following written notification by the president or the membership chairperson.

- 3. VOTING RIGHTS. Only the following categories of membership shall afford voting rights: individual membership and family membership [no more than two votes per family].

## ARTICLE III DIRECTORS AND OFFICERS

### 1. BOARD OF DIRECTORS.

- (A) The board shall consist of a minimum of five (5) directors who shall at all times be members in good standing. The directors shall serve staggered two (2) year terms,\* and may be re-elected to additional terms, at the pleasure of the voting members. Each director, including a director elected to fill a vacancy or elected at a special membership meeting, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. All directors shall serve without compensation.
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- (B) A nominating committee shall be appointed by the president at least one month prior to the board's October meeting. The nominating committee shall submit for approval a single slate of proposed directors to the board at its October meeting. The election of directors shall be held at the November general meeting of the membership. Additional nominations may be made from the floor at the time of the election before the initial vote.
- (C) The directors of FAA shall be elected by a majority vote of a quorum (which shall consist of 20 members) present at a biannual November membership meeting; shall commence their terms in January following the election, and shall continue in office until a new director is elected and seated, or a vacancy is otherwise declared. Cumulative voting shall not be permitted.
- (D) Vacancies. When a vacancy occurs on the board of directors, other than at the end of the fiscal year, such vacancy shall be filled by person selected by the president and approved by a majority vote of those present at the next regular meeting of the board of directors. A director elected to fill a vacancy shall hold office during the unexpired term of his or her predecessor in office and until his or her successor is elected.
- (E) Removal. The board shall have the power and authority to remove a director and declare his or her office vacant for any reason determined to be in the best interest of the association, upon unanimous vote of the other directors; provided that a director proposed to be so removed shall be given notice of the issues giving rise to potential removal and an opportunity to respond and, in the sole discretion of the other board members, may be afforded a reasonable opportunity to correct the circumstances giving rise to the impending removal.
- (F) Resignation. Any director may resign at any time by giving written notice to the association. Any resignation shall take effect at the date of the receipt of that notice or any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the association under any contract to which it is a party.

## 2. OFFICERS.

The officers of the association shall be a president, a vice-president, a secretary, a treasurer, a membership chair, and such other officers as may be created by the board. Officers shall have powers and duties as specified herein and as may be additionally prescribed by the board. One person may hold two or more offices, except those of president and treasurer; but no officer shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged, or verified by two or more officers. Each officer shall be appointed by the board and serve at the pleasure of the board. The duties of the officers shall include:

- (A) The president shall attend and preside over all board and membership meetings of the association. He/she shall have general supervision and direction of the business of the association, including but not limited to:
    - (1) Arranging the program calendar for the year.
    - (2) Arranging awards and judges for exhibitions.
    - (3) Arranging bus trips and other special events.
    - (4) Overseeing preparation of newsletters and other regular communications with the members.
  
  - (B) The vice president shall assume the duties and responsibilities of the president in his/her absence as an interim measure. Additionally, he/she shall be responsible for oversight of the association's contracts.
  - (C) The secretary shall take minutes, keep records of the business of all meetings, keep the constitution and by-laws and all other papers and documents belonging to the organization, correspond as directed and preside in the absence of both president and vice president, and oversee preparation of the association's year-end report.
  - (D) The treasurer shall be responsible for the association funds and financial records. The treasurer shall collect and report, or supervise collection and reporting of all income and expenditures, shall establish proper accounting procedures for the handling of the association funds, and shall be responsible for keeping of the funds in such banks as approved by the board. The treasurer shall report on the financial condition at meetings of the board and at other times when called upon by the president. At the end of each fiscal year, the treasurer shall prepare or cause to be prepared a proposed budget for the coming year, and annual report, which shall, if required by the board, be reviewed by a certified public accountant acceptable to the board. Additionally, the treasurer shall file such reports as required by law, including but not limited to those necessary to maintain the association's status as a tax-exempt nonprofit organization. At the expiration of the treasurer's term of office, or upon removal, the treasurer shall immediately deliver over to the person designated by the president all books, money and other property in his or her charge.
  - (E) The membership chair shall be responsible to maintain the membership roster of the association, and to assist members with respect to membership applications and renewals.
3. COMMITTEES. The board may establish, and the president may appoint chairpersons for, one or more standing or ad hoc committees as determined necessary for the efficient conduct of the association's business. Committees shall maintain a record of their activities, and shall regularly report to the board thereon.

## ARTICLE IV MEETINGS

### 1. BOARD MEETINGS.

- (A) Regular board of directors meetings shall be held without additional notice to each director, at any place designated from time to time by the resolution of the board. The board of directors shall meet regularly each month prior to the regular membership meeting except December. Three (3) board members shall constitute a quorum.
- (B) Special meetings of the board of directors may be called at any time by request of the president or by request of three (3) members of the board. Special board meetings shall be held upon four (4) days notice by first class mail or 48 hours notice delivered by telephone, text, or email. Shorter notice may be given upon unanimous consent of the board.

### 2. MEMBERSHIP MEETINGS. Regular meetings of the membership of FAA, shall be held each month except December, at such date and time as may be approved by the board and published on the FAA website. Except as otherwise noticed by the board, such meetings are conducted concurrently with the monthly artist demonstrations. Twenty (20) voting members shall constitute a quorum.

### 3. RULES OF ORDER. While formal rules of conduct are not required, meetings shall be conducted in an orderly, efficient, and business-like manner.

## ARTICLE V ADOPTION AND AMENDMENT

- 1. BY THE BOARD. These bylaws may be amended by unanimous vote of the board of directors; provided however, that amendments affecting voting rights of members may only be adopted by the voting members, as described in paragraph 2, below.
- 2. BY THE MEMBERS. Amendments to the voting rights of members may only be adopted by the affirmative vote of a majority of a quorum at any general meeting of FAA, provided that the proposed changes have been approved by the board of directors, and that members have been notified in advance that such bylaw amendments are on the agenda for adoption at the meeting.

ARTICLE VI  
MISCELLANEOUS

1. FISCAL YEAR. The fiscal year shall run from January 1<sup>st</sup> to December 31<sup>st</sup>.
2. GIFTS. The board of directors may accept on behalf of the association any contribution, gift, bequest, or devise, for the charitable or public purposes of the association. The board shall use such funds to accomplish the objectives specified in these by-laws.
3. INDEMNIFICATION
  - (A) To the fullest extent permitted by law, FAA shall indemnify its agents, including persons formerly occupying any such positions, against all “expenses,” judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding” (including an action by or in the right of the association, by reason of the fact that such person is or was a director or officer). The terms “agent”, “proceeding”, and expenses”, as used in this section shall have the same meanings as in California Corporations Code Section 5238(a), except that references to a “corporation” shall be deemed to refer to this association.
  - (B) To the fullest extent permitted by law and except as is otherwise determined by the board in a specific instance, expenses incurred by an agent seeking indemnification under this section in defending any proceeding covered by this section shall be advanced by the association before final disposition of the proceeding, on receipt by the association of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the association for those expenses.
  - (C) The association shall have the power to purchase and maintain insurance on behalf of its agents against other liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such.

ARTICLE X  
USE OF FUNDS AND DISSOLUTION

FAA, shall use its funds only to accomplish the objectives and purposes specified in its Bylaws, and no part of said funds shall inure, or be distributed to the members of the association. On dissolution of FAA, any funds remaining shall be distributed to one or more charitable, educational or philanthropic organizations to be selected by the board of directors.

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APPROVED by the Board of Directors

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/s/  
Lori Anderson - President

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/s/  
Sandy Hilton - Vice President

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/s/  
Diana Latimer - Treasurer

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/s/  
Carol Quinn - Secretary

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/s/  
Annie O'Connell - Membership Chair

APPROVED by vote of the Members on July 16, 2019