



# BYLAWS

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## **Orange County Fine Arts, Inc**

### **Standing Rules**

Revised and reprinted October, 2011.

In these Standing Rules and Bylaws, it is intended that all reference to the male gender includes the female gender.

1. By-laws shall be reviewed at least every five years. The Bylaws Committee shall consist of up to two (2) members from the Board and up to three (3) members from the general membership.
2. The day and time of the Board Meetings shall be specified by the Board.
3. The General Meeting dates and times shall be designated by the Board.
4. The Budget Committee shall submit the annual budget recommendations to the Board of Directors two months prior to the end of the fiscal 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 or any action taken. No unauthorized use of the OCFA logo, name or non-profit status shall be allowed without approval of the Board of Directors.
6. Each Officer, Director and Committee Chairperson shall be responsible for preparing and maintaining a Procedure Book, 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 first fiscal Board Meeting of the fiscal year.
7. The Committee Chairpersons of the Association shall be selected by the President and approved by the Board of Directors.
8. The Nominating committee shall provide job descriptions to prospective Board members.
9. The Vice President, with the assistance of the Directors shall be responsible for compiling a proposed calendar of events for the upcoming fiscal year and presenting it to the new Board at the last fiscal Board meeting in June.
10. A President shall be elected who has served on the Association Board for at least one (1) year or who has had comparable experience.
11. The Board shall be empowered to establish the amount of the scholarship funds depending upon the accrual of funds and expenses involved.
12. All minutes of the Association meetings must be stored by the Secretary in the Corporate Records book(s). All other records not currently in use shall be stored at the discretion of the Board.
13. All records shall be kept in accordance with State and Federal regulations.

14. Beginning January 2004, membership will be determined by calendar year (Example: January 1, 2004 through December 31, 2004). Amount of membership dues to be determined by the standing Board of Directors and announced to the General Membership a minimum of 60 days prior to the next due date.

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Revised and reprinted October 2011

### **ARTICLE I – NAME**

SECTION 1 – The name of this organization shall be Orange County Fine Arts, Inc., a non-profit corporation authorized under the laws of the State of California, whose principal place of business is Santa Ana, California.

SECTION 2 – These Bylaws replace the revised Bylaws of 2009.

### **ARTICLE II – PURPOSE**

SECTION 1 – The purpose of Orange County Fine Arts, Inc. shall be to stimulate the interest of its members and the public in the visual arts, to furnish a place for viewing and/or creating works of art and to develop scholarships as an aid to deserving art students.

### **ARTICLE III – BOARD OF DIRECTORS**

SECTION 1 – The Board of Directors shall consist of eleven (11) members to a maximum of sixteen (16) members, and a majority of the Directors shall constitute a quorum at any Directors' meeting. In the case of absence, an Officer or Director may be represented by a non-voting active member-substitute for a period not longer than two (2) consecutive months.

SECTION 2 – The Directors shall be nominated by a Nominating Committee consisting of up to five (5) members selected from the board and general membership. The Nominating Committee shall be chosen at the April Board meeting from names submitted by the current Vice President. The consent of each candidate must be obtained before his name is placed in nomination.

A ballot will be submitted to each member in good standing by any available conveyance (such as postal, e-mail, etc.) sent within sufficient time to be available to the member at least seven days prior to the election meeting. If the member opts to vote by mail or delivery in person prior to attending the election meeting, the return of this ballot is considered a valid vote if it meets the following conditions: The ballot is to be submitted by postal mail or in person, properly marked and enclosed within an envelope containing the member's name and address. Countable ballots must be received by OCFA prior to the election meeting date. These ballots will be removed from their identifying envelopes prior to being counted. No electronic or voice ballots are considered valid. Proxy votes are not allowed.

Candidates listed on the ballot may be augmented at the general election meeting by nominations from the floor. All floor nominations must have the consent of the nominee prior to being added to the slate. This slate of nominees to be voted on includes all candidates for the offices and Board of Directors, and the individual

Officer and Director appointments are the responsibility of the existing and incoming Officers and Board, to be decided at the next scheduled board meeting following the general election meeting. The total number of candidates allowed on the ballot is to be determined by the current Officers and Standing Board prior to the election meeting.

SECTION 3 – The immediate Past President shall be an ex-officio member of the Board of Directors.

SECTION 4 – Elections shall be held at the June General Meeting. Ballots shall be counted by three (3) tellers-of-election appointed by the President prior to balloting. No vote shall be by proxy. A majority vote elects.

SECTION 5 – The Officers and Directors shall be elected for a term of one (1) year and shall have the option of not paying membership dues during their term.

SECTION 6 – No Officer or Director may serve more than three (3) consecutive years in the same position, unless expressly requested to do so by the majority vote of the standing Board. Results of this vote remain in effect for one year only.

SECTION 7 – No member may serve more than six (6) consecutive years as an Officer or Director, unless expressly requested to do so by the majority vote of the standing Board. Results of this vote remain in effect for one year only.

SECTION 8 – The New Officers and Directors shall begin attending Board Meetings at the July Board of Directors meeting and will be installed and assume their assigned duties at the following General Meeting.

SECTION 9 – No person shall be elected or appointed or shall continue to serve as a Board Member of this organization unless he is a member in good standing.

SECTION 10 – 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 11 – The affairs of the Association shall be managed by its Board of Directors.

SECTION 12 – Regular meetings of the Board of Directors shall be held monthly. Special meetings of the Board of Directors may be called by the President, or any two Directors, by notice given at least four (4) days prior thereto, delivered personally, sent by mail, e-mail or telephone to each Director.

SECTION 13 – Any Board Member who misses three (3) consecutive Board meetings without due cause and without notifying the President shall lose his place on the Board. He shall be notified in writing of the Board's action.

SECTION 14 – Each Officer, Director and Committee Chairperson shall be responsible for preparing and maintaining a Procedure Book, consisting of a record of their year's activities, financial reports, suggestions and recommendations to guide the incoming office holder. These books shall be given to the Secretary who will pass them on to the new Officers, Board Members and Chairpersons at the first Board Meeting of the fiscal year.

## **ARTICLE IV**

### **OFFICERS**

SECTION 1 – The Officers of the Association shall be a President, a Vice President, a Treasurer, and a Secretary.

SECTION 2 – The President shall preside over all meetings of the general membership and the Board of Directors. He shall, in general, supervise and control all business affairs of the Association. He shall sign with the Treasurer or Board designated signer, all checks of the Association issued by the Treasurer in an amount of \$500 or greater that are for expenditures not included in the previously submitted and approved budget, and shall be bonded or otherwise indemnified. He shall be an ex-officio member of all committees except Nominating.

SECTION 3 – The Vice President shall attend to the duties of assisting the President and shall oversee the activities of the Scholarship Chairperson, Historian and Community Exhibit Coordinators. He shall be responsible for maintaining and publishing the By-laws of the Association and a Master Calendar of all Association events.

SECTION 4 – Previously deleted.

SECTION 5 – The Secretary shall keep a full and complete record of the proceedings of the Board of Directors and of the general membership meetings and shall supply copies of the board meetings to the Directors for approval. He shall be custodian of the corporate records and of the Seal of the Association, and in general he shall perform such other duties as may be assigned to him by the President of the board. He shall send out all notices of meetings of the Board of Directors and all notices of special meetings of the general membership, if required. It is the responsibility of the Secretary to oversee the completion and transfer of Directors' manuals from outgoing to incoming Directors immediately following each installation of Officers and Directors.

SECTION 6 – The Treasurer shall have custody of and be responsible for all funds and securities of the Association and shall be Chairperson of the Budget Committee. He shall keep the funds in such banks, saving and loans or investment funds as may be designated by the Board of Directors. Such funds shall be paid out only on the check of the Association. The Treasurer shall be bonded or otherwise indemnified. He is responsible for selecting a certified accountant to prepare yearly tax returns and the annual registration of charitable trusts. The Treasurer shall oversee the activities and budget expenditures of the organization venues. Non-budgeted items must be approved by the Board of Directors prior to issuance of any checks. Any check in the amount of \$500.00 or greater that is for payment of any expense that was not included in the Board approved budget must be approved by the Board and signed by two of the Board designated signers.

### **DIRECTORS**

SECTION 1 – A Gallery Director will be chosen for each OCFA gallery. He is responsible for all operations, staffing and policies of the gallery. The Director may appoint a Committee of no less than three (3) persons to assist in all the operation of his particular gallery. The Director shall submit a yearly budget proposal, due at least two months prior to the start of the next fiscal year, to the Treasurer, who will in turn submit the budget along with all other budget proposals to the Board of Directors for approval.

The Gallery Director is responsible for sales records and reports. Such reports are to be submitted to the Treasurer at the end of each month, reflecting pertinent sales information, such as artist, seller, buyer, sales

price, product and type of sale (cash, check, credit card, etc.) that is required for accurate bookkeeping.

The Gallery Director is responsible for all jurying for his particular gallery and the selection of all shows, exhibitors, etc. The jurying process is to be approved by the Board. All policies incorporated in the operation of the gallery must be submitted in writing to and approved by the Board of Directors. All printed or electronic materials, contracts, advertising and marketing are to be approved by the board of directors prior to being put into use or presented to the members and the general public.

One general membership show and one "open" show per year must be hosted by one of the OCFA galleries, to be determined by the approval of a specific Gallery Director and the OCFA Board.

SECTION 2 – The Director of Program Development is responsible for the development and presentation of educational programs, including, but not limited to, workshops and seminars for the members of the association. These programs, not to include monthly meeting events, may or may not be held in one of the galleries or other OCFA venues, subject to the approval and allotted space and time by the appropriate Director.

SECTION 3 – The Director of Student Activities is responsible for the establishment and operation of programs to enlist student members, arrange student shows, workshops and seminars, etc. this position involves coordinating activities with the Gallery Directors and the Marketing Director. The Director of Student Activities will solicit new student members through speaking and other contacts at schools or other organizations where these students may be located.

SECTION 4 – The Marketing Director shall be responsible for promoting the Association to artists, collectors and potential buyers in the Orange County area. He shall be responsible for the interchange of general information and information about exhibits and educational opportunities with other artists' organizations in the area, including submission of articles provided by the Publicity Chairperson to other artist association newsletters, speaking to these associations about special shows, etc., which are open to other than OCFA members only. It is the responsibility of the Marketing Director to see to the exchange of newsletters between OCFA and other artists' groups. He may choose a committee of members to aid in these activities. It is the responsibility of the Marketing Director to pursue all possible venues and use said venues for the promotion of the OCFA organization and galleries to the general public. All promotions and advertising campaigns are to be submitted to the Board of Directors for approval before they are implemented. The Marketing Director shall oversee the organization web site and submit names of staff or other responsible persons who will maintain the web site to the President prior to assigning duties.

SECTION 5 – Section has been repealed.

SECTION 6 – The Director of Community relations shall act as liaison between the Association and other business, community and fraternal organizations in order to promote mutually beneficial relationships between these organizations and OCFA for the purpose of enhancing awareness, recognition and acceptance, as well as participation within the visual arts in Orange County. He will endeavor to initiate and preserve collaborative pursuits in the quest of these goals.

SECTION 7 – The Membership Director shall keep a complete record of all membership and resignations, and shall receive, record and transfer the dues to the Treasurer. He shall provide the membership address labels for the monthly newsletter and maintain required forms and flyers related to membership. The Membership Director shall be responsible for yearly compilation, printing and distribution of a current roster.

SECTION 8 – Section 8 has been repealed.

SECTION 9 – Section 9 has been repealed.

SECTION 10 – The Director at Large shall act as a liaison between the Board of Directors and the general membership and shall contribute as needed by the board. He shall maintain jurying processes and be the point of contact for jury disputes. More than one Director at Large may be appointed at the discretion of the sitting board.

SECTION 11 – The Immediate Past President shall be an ex-officio member of the Board of Directors. He shall act as an advisor to the President and shall be a non-voting member of the Board. It shall be up to the Board to decide if his presence may be used to constitute a quorum.

SECTION 12 – The Studio Director is responsible for all operation, staffing and policies of the Artists in Residence Studio. The Director may appoint a Committee of up to two (2) persons to assist in all the operation of the Studio. He shall submit a yearly budget proposal, due at least two months prior to the start of the next fiscal year, to the Treasurer, who will in turn submit the budget along with all the other budget proposals to the Board of Directors for approval.

The Studio Director is responsible for all records and reports. Such reports are to be submitted to the Treasurer at the end of each month, reflecting pertinent financial information, such as artist, fees paid and type of transaction (cash, check, credit card, etc.) that is required for accurate bookkeeping.

SECTION 13 – The Workshop Director is responsible for all operations, staffing and policies of the Workshop located at the Bear Street address. The Director may appoint a Committee of up to two (2) persons to assist in all the operation of the Workshop. He shall submit a yearly budget proposal, due at least two months prior to the start of the next fiscal year, to the Treasurer, who will in turn submit the budget along with all the other budget proposals to the Board of Directors for approval.

The Workshop Director is responsible for all records and reports. Such reports are to be submitted to the Treasurer at the end of each month, reflecting pertinent financial information, such as artist, fees paid and type of transaction (cash, check, credit card, etc.) that is required for accurate bookkeeping.

## **ARTICLE V – COMMITTEE CHAIRPERSONS**

SECTION 1 – The Hospitality Chairperson shall be responsible for creating a friendly atmosphere at the general meetings and all other social functions of the Association and shall select a committee from the membership to assist. The responsibilities shall include supplying refreshments for the general meetings and, when requested by the Gallery Director, for specific gallery events. The Hospitality Chairperson shall report to the Program Chairperson.

SECTION 2 – The Scholarship Chairperson shall be responsible for the coordination of the scholarships with the designated school districts. He shall be responsible for the presentation of the scholarships. The Scholarship Chairperson shall report directly to the Board.

SECTION 3 – The Outdoor Show Chairperson shall be responsible for locating sites for and coordinating all outdoor shows. He shall select an assistant for all shows who will be responsible for cashiering. The Outdoor Show Chairperson shall report directly to the Board.

SECTION 4 – Section 4 has been repealed.

SECTION 5 – The Historian shall keep a record of all Association functions. Historical records are to consist of, but not be limited to, a scrapbook of photographs of events and copies of published articles, notices, reviews, etc. The Historian shall report to the Vice President.

SECTION 6 – The Publicity Chair shall report to the Marketing Director and be responsible for the publicity of the Association and all events sponsored by the Association. All printed and electronic media articles, notices and advertising, etc., are the responsibility of the Publicity Chair.

SECTION 7 – The Program Chair shall be responsible for scheduling-speakers and demonstrators for the monthly general meetings and organizing all activities conducted during these meetings, including, but not limited to artwork competitions, raffles, etc.

SECTION 8 – The Newsletter Editor shall compile all news for the association in a newsletter to be sent to all members monthly. He shall also be responsible for the printing, mailing and uploading of the newsletter to the OCFA website each month, as well as making timely updates to the website calendar. The Newsletter Editor shall report directly to the President.

SECTION 9 – The Gift Shop Coordinator shall be responsible for the stocking, overall appearance and maintenance of the Gift Shop located within Showcase Gallery. He will be responsible for sales records and reports. Such reports are to be submitted to the Treasurer at the end of each month, reflecting pertinent sales information such as artist, seller, buyer, sales price, product and type of sale (cash, check, credit card, etc.) that is required for accurate bookkeeping.

SECTION 10 – Section 10 has been repealed.

SECTION 11 – A Community Exhibit Coordinator is responsible for overseeing any exhibit in a venue other than those within OCFA facilities, or a special show within those facilities. A Coordinator may be chosen by an Officer or a Director, and must be approved by the Board, to handle all matters concerning such an exhibit. He must submit a budget request for any funds required to the Board for prior approval and a detailed operational and financial report to the Board at the close of such exhibit.

## **ARTICLE VI – SPECIAL COMMITTEES**

SECTION 1 – Special Committee Chairmen, other than those listed in Article V shall be appointed by the President. Names may be suggested by the Board of Directors or by the general membership.

SECTION 2 – Recommendations from any Special Committee shall be presented to the Board for approval prior to presentation to the general membership.

SECTION 3 – The Board of Directors may set up an Advisory Board for non-members from the Community. Their names shall be listed on a page in the roster and with their permission may be listed on Association stationery or marketing materials.



## **ARTICLE VII – FINANCIAL ADMINISTRATION**

SECTION 1 – The Budget Committee shall consist of the Treasurer, Marketing Director, Publicity Chairperson, Gallery, Studio and Workshop Budget Committee Representatives and one other member appointed by the President. They shall meet as needed to review all financial aspects of the Association and Galleries (when in operation) and make recommendations as required. Upon approval by the Board the proposed recommendations shall be presented to the general membership for approval at the next general meeting.

SECTION 2 – The Financial Records shall be reviewed at the end of each Fiscal Year by an Audit Committee. The Audit committee shall consist of the Budget Committee or Board authorized persons and two members from the general membership.

SECTION 3 – The Fiscal Year shall begin July 1st.

SECTION 4 – The Board of Directors shall establish the amount of dues and the classes of membership subject to approval by the general membership and shall have final approval of all fees and manner of payments.

SECTION 5 – Section 5 has been deleted.

SECTION 6 – 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. All funds signature cards shall be refilled with the proper corporate resolutions when new officers take office. No investments shall be undertaken without the approval of a majority vote of the general membership.

SECTION 7 – Any non-budget disbursement of two hundred dollars (\$200) or more shall require the approval of a majority of the Board of Directors. Any disbursement of five hundred dollars (\$500) for non-budgeted items requires the approval of the Board of Directors and two signatures as specified in the specific duties of Officers and Directors.

## **ARTICLE VIII – MEMBERSHIP**

SECTION 1 – Annual membership dues shall be payable on or before January 1st. Any member who fails to pay dues by February 1st shall be dropped from the membership rolls.

SECTION 2 – The Association shall have the following classes of membership:

(a) Active Member – Any person who subscribes to the purpose of the Association and who remits dues during the Calendar Year. Each active member shall have one vote at any membership meeting held during the Calendar Year for which such payment was made.

(b) Patron Member – A person who contributes \$100 towards the Scholarship Fund.

(c) Student Member – A person 25 years of age or under and enrolled full time in any accredited school.

(d) Life Member – A person who pays a \$250 membership fee.

(e) Honorary Life Member – A person who has given outstanding service to the Association may be granted an Honorary Life Membership at the discretion of the Board of Directors.

SECTION 3 – Membership is not transferable or assignable.

SECTION 4 – The Board of Directors shall have summary power, by a two-thirds (2/3) vote of its members, to suspend or expel and terminate the membership of any member for conduct that in its opinion disturbs the order, dignity, business or harmony or impairs the good name, popularity or prosperity of the organization, or which is likely to endanger the interest and welfare of the organization. Such actions may be initiated by any member of the Board. The proceedings of the Board of Directors in such matters are final and conclusive.

#### **ARTICLE IX – MEETINGS OF MEMBERS**

SECTION 1 – There shall be a minimum of ten (10) monthly General Meetings per calendar year.

SECTION 2 – Special meetings may be called by the President or the Board of Directors or by petition of ten or more of the general membership.

SECTION 3 – Notice of all meetings shall be submitted to each member at least (10) days before said meeting by mail, or electronic notification such as e-mail or telephone.

#### **ARTICLE X – AMENDMENT OF THE BY-LAWS AND STANDING RULES**

SECTION 1 – New Bylaws may be adopted, may be repealed or may be amended at a general or special meeting of the membership by a 2/3 vote of those present, provided written notice of said meeting and proposed changes have been sent to each member in good standing at least fourteen (14) days prior to such meeting.

SECTION 2 – Whenever an amendment or new Bylaw is adopted, it shall be included in the book of Bylaws with the original Bylaws in the appropriate place. If any Bylaw is repealed the fact of the repeal with the date of the meeting at which the repeal was enacted, or written assent was filed, shall be included in said book.

SECTION 3 – The Standing Rules may be amended by a simple majority of the Board of Directors and a simple majority vote of members attending a general meeting after notification ten (10) days prior to the meeting or a two-thirds (2/3) majority of the members attending any general meetings without prior notification.

#### **ARTICLE XI – PARLIAMENTARY AUTHORITY**

SECTION 1 – Robert’s Rules of Order, Revised, shall be the parliamentary authority for this organization in all applicable cases.

#### **BY LAWS AMENDMENTS – SECTIONS REPEALED**

ARTICLE IV – SECTIONS 4, 8, 9 – Repealed 2006

SECTION 5 – Repealed 2009

ARTICLE V – SECTIONS 4, 10 – Repealed 2011