

**BYLAWS OF
THE FRIENDS OF THE VISUAL ARTS SALEM,
OREGON AS AMENDED—OCTOBER 25, 2017**

**ARTICLE 1
Establishment**

- 1.1 The name of this organization shall be The Friends of the Visual Arts. In this document, the organization may also be referred to as The Friends.
- 1.2 This organization shall operate in Salem and the Mid-Willamette Valley.
- 1.3 This organization shall continuously maintain a registered agent as required by *The Oregon Non-Profit Corporation Act*. The Board of Directors of this organization shall also serve as the Board of Directors of the corporation. The registered agent may or may not be a member of the Board of Directors.
- 1.4 This is an independent non-profit organization dba The Willamette Art Center established to promote the welfare of a community arts center, thereby ensuring that the community will have access to art education. The bylaws of this organization are consistent with federal, state, or local laws.
- 1.5 Any word in these bylaws connoting gender is to be construed as embracing both male and female.

**ARTICLE 2
Principles and Goals**

- 2.1 The Friends of Visual Arts hold these principles as their core belief:
 - Self-expression is important to the health of the individual.
 - The availability of means towards self-expression in the arts is important to the health of a community.
- 2.2 This organization is formed exclusively for the educational and community enrichment purposes under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.
- 2.3 The goals of The Friends of the Visual Arts will be:
 - To support the financially feasible operation of a community arts center.
 - To contribute to the on-going viability of a community arts center through promotional and financial support.
 - To make available to the community opportunities for self-expression in the visual arts by offering enrichment and training classes in applied and fine arts.

**ARTICLE 3
Membership**

- 3.1 The membership of this organization is open to all paid staff of a community arts center, to all students of visual arts, to all interested artists and potters, and to the public at large.
- 3.2 Yearly dues will be established by the board as described by policy.

ARTICLE 4
Board of Directors

- 4.1 General Powers and Duties.** The affairs of the organization shall be managed by the Board of Directors. The Board of Directors shall devise and execute such measures as it deems proper and expedient to promote the purposes of the organization and to best protect the interests and welfare of the organization.
- 4.2 Number, Tenure, and Qualifications.** The number on the Board of Directors shall be nine. The Board will consist of President, Vice President, Secretary, Treasurer, and five members-at-large. Three members shall be elected annually and serve three year terms commencing January 1 of the year following the election and ending December 31 three years later. Board members may be elected to serve no more than two consecutive three year terms.
- 4.2.1 Roberts Rules of Order shall govern all meetings.
- 4.2.2 Board of Directors will be WAC Members, serve on committees, and attend meetings with no more than three excused absences per year.
- 4.2.3 Staff members are not eligible to serve on the Board of Directors.
- 4.3** Any change in the number of board members and/or election of members to the Board of Directors shall be decided by a majority vote of the members. The new board will be sworn into office at the January meeting. Each Board of Directors member shall hold office until a successor has been elected.
See ORS 65.314
- 4.4 Annual Meetings.** Both the Board of Directors and the General Membership will meet annually in October. The General Membership meeting will begin before or after the Board of Directors meeting but may be scheduled within 2 weeks after the Board meets. Announcements of a meeting will be made at least two weeks prior to any General Membership meeting and will provide notice of time and place.
- 4.5 Special Meetings.** Special meetings of the Board of Directors may be called or requested by the President or by a majority of the Board of Directors. The person or persons who call such special meetings may fix the place and time.
- 4.6 Notice.** Notice of any special meeting of the Board of Directors shall be given not less than ten (10) nor more than 90 days before the meeting. Notice may be made by e-mail, phone, or letter or in person orally and shall state the place, day and hour of any special meeting. Only business or purposes mentioned in the notice shall be transacted at such special meetings, unless agreed upon by a majority of the Board of Directors present at the meeting. The organization's Bylaws and Articles of Incorporation may not be amended without providing adequate notice thereof.
- 4.7 Quorum.** At least five members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present at a given meeting, those present may choose to adjourn the meeting without notice.

ARTICLE 5
Officers and Committees

- 5.1 Officers:** The President, Vice-President, Secretary, and Treasurer shall be elected by the Board of Directors at the next board meeting following the election of new Board members.

- 5.2** **Officers** will serve for a one-year term commencing January 1 of the year following the election and ending December 31.
- 5.3** **Officers** may be elected by the Board members to hold the same office for more than one year during their 3-year term.
- 5.4** **Candidates** for President shall have served at least one year on the Board within the previous 5 years.
- 5.5** The **standing committees** will be Auditing, Nominating, Personnel, Strategic Planning, and Budget Writing. The President will assign one Board member as Chairman of each standing committee.
- 5.6** The Board of Directors will form ad Hoc or on-going committees as needed. The President will assign one Board member to each committee to act as its committee liaison with the Board.
- 5.7** Board members will be assigned to standing committees at the January board meeting and serve for one year. The board will confirm all standing committee appointments. WAC members shall be eligible to serve on committees.

ARTICLE 6

Elections and Removal

- 6.1** **The Nominating Committee** will present a slate of recommendations at the annual General Membership meeting in October. Nominations from the WAC membership must be submitted to the Nominating Committee Chairman two weeks prior to the October meeting and shall be limited to one nomination per member.
- 6.1.1** The nominating committee will count the ballots and present the results to the President, who will announce the new directors at the board meeting in November.
- 6.2** A **ballot** will be mailed or emailed to each WAC member over the age of 18.
- 6.3** Ballots will be distributed within 3 days following the membership meeting. Ballots must be returned to the WAC via mail or in person within two weeks following the membership meeting. This deadline will be stated clearly at the top of the ballot.
- 6.4** Ballots will be counted at the beginning of the November Board of Directors meeting and the new board members will be announced at that time. The date and time of the meeting will be announced to all members on the face of the ballot, and the meeting will be open to any member wishing to attend.
- 6.5** If three members are nominated for three open director positions, the nominees may be accepted by unanimous consent of the attendees at the General Membership meeting. Ballots will not be required.
- 6.6** In the event that an officer is unable or unwilling to fulfill his duties for more than 3 months or resigns, that office will be declared vacant. A person appointed by the Board President and ratified by a majority of the Board of Directors shall fill vacancies occurring in the Board of Director membership during the term of office. This member will serve out the term of the person they are replacing.
- 6.7** In the event that an officer is found incompetent, negligent, or otherwise does not uphold the by-laws of the Friends, that person may be impeached in the following manner: a general membership meeting will be called giving the membership at least a two-week notice. Impeachment will be confirmed by a

unanimous vote of the non-affected board member, and a simple majority vote of the members present at the general meeting.

ARTICLE 7

Duties

- 7.1 The President** will preside at all Board meetings, schedule special meetings, and set Board meeting agendas. The President shall have general supervision of the affairs of the WAC and shall perform all other such duties required by the Board of Directors. He or she will be responsible for monitoring compliance with the budget and over-see staff hours worked. He/she will appoint committee chairs with concurrence of the Board of Directors, serve as Chairman of the Personnel Committee, and be an ex officio member of all committees except the Auditing Committee. The President will either serve as the liaison to other community organizations or designate another member to this position. . At the end of his/her term, all records, communications, and reports pertaining to the affairs of the Friends of the Visual Arts will be turned over to the successor.
- 7.2 The Vice President** will assist the President in all of his or her duties and will act in his/her stead when the President is unavailable. He or she will perform duties as assigned by the Board.
- 7.3 The Secretary** will prepare and distribute minutes for all Board proceedings. She/he will have custody of all non-financial Willamette Art Center records and bylaws, maintain or supervise the maintenance of an up-to-date record of the membership with addresses, mail or email, send all required notices to the WAC membership, and keep or supervise the keeping of all WAC correspondence. The Secretary will also perform such other duties as may be authorized and directed by the Board of Directors. All records will be turned over to his or her successor.
- 7.4 The Treasurer** or his or her paid representative will hold all monies received in the name of the Willamette Art Center, keep an accounting of all monies, and surrender all monies for deposit. The Treasurer will be responsible for securing funds as needed for the operation of activities that have been approved by the Board. The Treasurer or his or her paid representative will write and record all checks disbursed. The Treasurer will give a quarterly budget update report to the Board. The Treasurer will surrender the books to the Auditing Committee by January 31 to allow enough time for adequate review. The Treasurer will also perform such other duties as may be authorized and directed by the Board of Directors.
- 7.5 The Board of Directors** will meet monthly and at any other times called by the President. The Board of Directors will carry on the business of the Friends between meetings, call at least one meeting a year of the general membership, consult with the President to fill and establish committees as needed, and perform any other appropriate duties to further the goals of the Friends.
- 7.6 The Auditing Committee** will audit all financial records of The Friends for each year and present their findings at the Board of Directors meeting in February.
- 7.7 The Nominating Committee** will seek out nominations and recommend persons to run for the Board. They will present the slate of recommendations to the Board of Directors in October and facilitate the election process.
- 7.8 The Strategic Planning Committee** will meet in January and will consist of members appointed by the President and confirmed by the Board. It will develop Long Range and Short Range Goals with action plans and approximate completion dates. It will implement the action plans and monitor the progress of the goals, including periodic updates and revisions, which will be reported to the Board. It will recommend interim steps towards achieving the established goals or recommend revision of the goals.

- 7.9** The **Personnel Committee** shall review staff goals and job descriptions, facilitate resolution of staff conflicts, act as a staff liaison with the Board of Directors, and hold annual staff performance reviews.
- 7.9.1** The **Budget Committee** will analyze the current year's budget expenditures. It will write a budget for the upcoming year and submit it to the Board of Directors at the January board meeting.

ARTICLE 8

Dues, Contracts and Legal Disbursements

- 8.1** **Contracts.** The Board of Directors may authorize any officer, agent, or member of the organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization. Such authority may be granted in addition to the officers so authorized by these bylaws and may be general or confined to specific instances.
- 8.2** **Checks, Drafts, Etc.** Funds will be disbursed by checks prepared and recorded by the Treasurer or his or her paid representative. Authorized signatories are the President, Director and Secretary.
- 8.3** **Deposits.** All funds of the corporation shall be deposited in a timely manner to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.
- 8.4** **Disbursements.** Funds may only be spent on qualified projects that promote the goals of the "Friends of The Visual Arts". Funds may be allocated for special functions, equipment or for any other purposes that support the goals of this organization.
- 8.5** **Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the organization.
- 8.6** **Conflict of Interest.** Possible conflicts of interest shall be handled in the following manner:
- **Duty to Disclose.** Any member of the organization who stands to financially benefit from a transaction that is being considered by the Board shall disclose that he or she may have a conflict of interest.
 - **Determination.** After disclosing a potential conflict, that member shall leave the meeting so that the possibility of conflict can be discussed by the Board. The Board will vote on the issue prior to the member's return.
 - **Addressing Conflicts.** If the Board votes that there is a conflict of interest, the Board will exercise due diligence to determine if an alternate transaction is feasible and reasonable. If an alternate transaction is not feasible, then only the disinterested Board members will vote on whether to approve the original transaction.
 - **Violations.** If a member is deemed to be in violation of this policy, the Board will convene a Special Meeting to present allegations to the member and give the member an opportunity to explain his/her actions. If the Board agrees that such member has in fact failed to disclose a conflict of interest, it shall take disciplinary action per the Bylaws, Section 6.4.
- 8.7** **Dissolution.** Upon the dissolution of the Friends of the Visual Arts, all assets will revert to the Salem Art Association or to a similar non-profit arts organization.
- 8.8** **Fiscal Year.** The fiscal year shall extend from January 1 of one year to December 31 of that year.

ARTICLE 9
Meetings

- 9.0** There will be a General Membership meeting at least once a year in October. Other meetings may be called by the President or the Board of Directors as needed. Board meetings and other official business may be conducted via e-mail.

ARTICLE 10
Amendments and Bylaw Changes

- 10.1** The Board of Directors may propose Amendments or Bylaw changes as necessary. Any proposed changes will be read in their exact wording and posted or emailed to the General Membership.
- 10.2** Members may initiate Amendments or Bylaw changes by submitting proposals to any Board member. The Board will review and edit these proposed changes as necessary and present them to the Membership as described in Section 10.1.
- 10.3** The General Membership will reconvene within one month after the proposed changes are presented to vote on the proposals.
- 10.4** Passage of any proposed changes or amendments to the Bylaws will require the approval of a simple majority of the general membership present at the meeting.
- 10.5** Bylaw changes will become effective immediately following approval by the General Membership.

I, Pam Baldwin, Secretary of the Friends of the Visual Arts, do certify that these are the true Bylaws of the Friends of the Visual Arts, as approved by the Board and the general membership on October 25, 2016.

Pam Baldwin

Bylaws Revised 10/25/16