

Summary of Bylaws Changes

As patrons and members of the Willamette Art Center we know how important our community studio is to you. The studio would not be what it is today, and all the potential ahead, without your input, support, and cheering us on. We want to assure you of a few things before we dive into the changes we submit to you for approval.

First, the goals and purpose of the WAC have not changed. The Board of Directors is committed to this organization's future and the original tenets of our founders' spirit. The changes here are intended to update the allowance for current practice and to more closely control how this organization operates.

Additionally, we want to clarify the role of the Bylaws related to the workings of the organization. It's important to understand that the Bylaws are the governing document helping the organization stay true to the values and structure set in place. They are not intended to be a prescriptive step-by-step rule book. That role in governance is reserved for a policy manual. The policies of an organization are what guide staff and patrons through the daily rules and procedures.

We did not, nor intend to, change the Bylaws to make it easier to circumvent good business practices or change the purposes of our non-profit. Many of these changes update language to be more in line with conventional language around non-profit administration. Some changes are merely for clarity so as to make the need for interpretation unnecessary. For instance, we've updated all instances that say "organization" to be "corporation" as that is the language used in law. In another example, we've incorporated Article 5.3 into Article 5.2 to simplify and group related items.

Explanation of Changes

We have summarized and provided explanations for the changes. This explanation covers the changes where structure or operations have been affected. We have not addressed minor grammar, punctuation, terms, or other edits in this summary that have no bearing on the function of Willamette Art Center.

We've requested a change to the order of some articles. This is for organization and readability. The changes to Articles 6-9 are as follows:

- Article 6 will become Article 8
- Article 7 will become Article 6
- Article 8 will become Article 9
- Article 9 will become Article 7

Employing an Executive Director

A significant change is the Board's authority to employ an executive director. The recommended language outlines the role of the Board in relation to an executive director and the structure around staffing and who has authority over certain tasks. As our non-profit grows, it is important to have protections around how the organization runs to ensure our culture of community grows with it. Having an executive director lead the charge, put structure into place, and manage day-to-day activities is so important. The changes to the Bylaws are needed in order to allow the Board of Directors to focus on the strategic direction. These changes are primarily seen in Article 4.1.1, Articles 6.1, and 6.5, although the term executive director has been added where necessary in other areas.

Article 4

In Article 4, we've simplified several sections and added more clarity around the role of the Board of Directors.

Article 4.2 is simplified to avoid conflict with the terms defined in Article 8 (formerly Article 6) regarding the handling of vacancies and appointments to terms.

Article 4.4 is covered by Article 6 (formerly Article 9), and so we've struck this section. We've added the ability to hold general membership meetings both electronically and in person. This change would allow us to offer a hybrid option so that members could participate in whatever way works best for their circumstances.

Article 5

5.5 - We struck Strategic Planning from the standing committees. The entire Board of Directors is responsible for this work, and the direction of the organization lies in the work of the Board during their regular board meetings.

Article 6

Article 6 (formerly 7) now includes an updated list of the role of each officer, executive director, and committees. With the employment of an executive director, the duties change, and our Bylaws need to allow the Board and Executive Director to work efficiently. Plenty of oversight, checks, and balances are still included.

Article 7

Article 7 (formerly 9) provides additional language around how general membership meetings occur. The new language allows for additional meetings if necessary, and that those meetings can be held in multiple modes.

Article 8

In Article 8 (formerly 6), we'd like to make the general membership meeting and voting more efficient and easier to manage. As membership grows and access to electronic voting mechanisms is easier, it is important to ensure all members have access to and can participate in membership activities. The Board would like to be more transparent with communications and make it easier to have your voice heard. To that end, wording has been suggested that allows voting to happen electronically ahead of the membership meeting. The timeline has been simplified in order to allow new board members, new initiatives, or any other areas needing member input to be implemented prior to the start of a new year. As members, you'll receive communications leading up to any member meeting that will allow you to review material, suggest changes, and ask questions prior to being asked to vote. You'll then vote, and we'll share the results at the member meeting along with other updates and reports.

The nominating process is easier and clearer.

In Sections 8.6 and 8.7, we have clarified language around appointments and the removal of Board members. This allows the Board to fill vacancies more easily and to maintain the terms and election cycles intended in the original Bylaws. Additionally, we've clarified the process for removing a board member and struck the requirement for membership approval. This language aligns with standard non-profit practice.

Article 9

Article 9 (formerly 8) outlines a wide variety of duties. We've simplified language and ensured it does not conflict with other recommended changes.

The most significant change in this article is the removal of the conflict of interest process. Remember that we talked about the role of the bylaws versus a policy manual. Additionally, state and federal laws govern the management of conflicts of interest. The acknowledgment that those with duties to the organization may have conflicts and the expectation that they will prioritize the WAC above other

considerations is important. Therefore, the statement about having a policy is detailed in Section 9.5. The process by which conflicts are declared and how they are resolved should live in policy.

Article 10

The language here reflects the simplification of the general membership meeting and also the need for the Board of Directors to review and approve any requested changes to Bylaws before presenting details to the membership.