

**BYLAWS OF
THE FRIENDS OF THE VISUAL ARTS
SALEM, OREGON — AMENDED November 15, 2025**

**ARTICLE 1
Establishment**

- 1.1 The name of this organization shall be The Friends of the Visual Arts, dba Willamette Art Center. Herein referred to as the “corporation.”
- 1.2 The corporation shall operate in Salem and the Mid-Willamette Valley.
- 1.3 The corporation shall continuously maintain a registered agent as required by The Oregon Non-Profit Corporation Act. The Board of Directors of the 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 corporation 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 corporation are consistent with federal, state, or local laws.
- 1.5 Any word in these Bylaws connoting gender is to be construed as embracing all genders and/or terms of personal identification.

**ARTICLE 2
Principles and Goals**

- 2.1 The corporation holds these principles as its core beliefs:
- 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 corporation is formed exclusively for 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 corporation will be:
- To support the financially feasible operation of a community arts center.
 - To contribute to the ongoing 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 corporation is open to all students of visual arts, interested artists and potters, and to the public at large.
- 3.2 Dues will be established by the Board of Directors annually.

ARTICLE 4

Board of Directors

4.1 General Powers and Duties. The affairs of the corporation 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 corporation and to best protect the interests and welfare of the corporation. The Board of Directors may:

4.1.1 At its discretion, employ an Executive Director (corporate secretary) and any other agents on terms and conditions the Board of Directors may establish.

4.1.2 If necessary and appropriate, to remove or suspend any of the Board members, Executive Director, or agents for cause upon the majority vote of the Board of Directors.

4.1.3 To purchase or acquire, lease, sell, transfer, or assign any property, rights, interest, or privilege of the corporation upon such terms and conditions as the Board establishes.

4.1.4 To authorize the investment of the corporation's funds.

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 Directors-at-Large. Board members may 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 members of the corporation, serve on committees, and attend meetings with no more than three excused absences per year.

4.2.3 Employees 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. Board members will start their term January 1.

4.4 Regular and Special Board of Directors Meetings. The Board of Directors will meet at least quarterly. 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. Meetings of the Board of Directors may be conducted electronically or in person.

4.5 Notice. Notice of any regular or special meeting of the Board of Directors shall be given no less than three (3) days before the meeting. Notice may be made electronically or by mail and shall state the place, day, and hour of any meeting. For special meetings, only business or purposes mentioned in the notice shall be transacted unless agreed upon by a quorum of the Board of Directors. The corporation's Bylaws and Articles of Incorporation may not be amended without providing adequate notice thereof.

4.6 Quorum. At least five (5) Board members or a majority of seated positions shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a given meeting, those present may adjourn the meeting without further notice.

ARTICLE 5

Officers and Committees

5.1 Officers: The President, Vice-President, Secretary, and Treasurer shall be elected by the members of the Board of Directors at the next board meeting following the election. The officers shall serve as the Executive Committee.

5.2 Officers will serve for a one-year term commencing January 1, of the year following the election and ending December 31. They may serve in the same position for more than one year during their three-year term.

5.3 Candidates for President shall have served at least one year on the Board within the previous five (5) years.

5.4 The standing committees will be Auditing, Nominating, Personnel, and Finance. The President will appoint one Board member as Chair of each standing committee.

5.5 The Board of Directors may form other committees as needed. The President will appoint one Board member to act as committee liaison with the Board.

5.6 Board members may be appointed to standing committees at the first meeting of the year and serve for one year. The board will confirm all committee chair appointments. Members of the corporation shall be eligible to serve on committees.

ARTICLE 6

Duties

6.1 The President of the Board of Directors shall oversee the governance of the corporation. In addition they shall:

- Preside at all meetings of the Board of Directors;
- Appoint the Chair of each standing committee except the Finance Committee and Personnel Committee;
- Shall serve as Chair of the Personnel Committee;
- Shall counsel and advise the Executive Director;
- Ensure all directives and resolutions of the Board of Directors are carried into effect;
- The President may also have any other powers and duties as prescribed from time to time by the Board of Directors;
- The President is an ex officio member of all committees.

6.2 The Vice President will assist the President and fulfill the duties of the President in their absence. The Vice President will also perform any other duties as authorized by the Board of Directors.

6.3 The Secretary will record, prepare, and distribute minutes for all Board meetings. The Secretary will also perform any other duties as authorized by the Board of Directors.

6.4 The Treasurer will guide the financial affairs of the corporation in coordination with the executive director. The Treasurer will give at least a quarterly budget report to the Board and serve as the Chair of the Finance Committee. The Treasurer will perform any other duties as authorized by the Board of Directors.

6.5 The Executive Director shall assume all duties necessary to oversee the corporation as directed by the Board of Directors. In addition they will:

- Hire, supervise, evaluate, terminate, and otherwise employ personnel necessary to complete the work of the corporation.
- Keep an accurate accounting of all revenue and expenditures and financial records.
- Keep corporate records as necessary to meet records retention rules.

6.6 The Auditing Committee will perform an audit of financial records at least every two (2) years and present their findings to the Board of Directors before the general membership meeting of that year.

6.7 The Nominating Committee will seek nominations for open positions on the Board of Directors. They will present nominees to the Board of Directors prior to the general membership meeting and election.

6.8 The Personnel Committee shall serve in an advisory role to the Executive Director on issues related to human resources and personnel issues. The committee will facilitate the recruitment, evaluation, and compensation of the Executive Director.

6.9 The Finance Committee will review and analyze the expenditures and revenue and prepare a budget for approval by the Board of Directors by November of each year. The committee will also review, at least quarterly, the finances of the corporation and bring any concerns or issues to the Board of Directors.

ARTICLE 7

Meetings

7.1 There will be at least one general membership meeting each year. Generally this meeting will be held in October. Other membership meetings may be called by the President or the Board of Directors as needed with at least a three (3) day notice. The general membership meeting may be conducted electronically or in person.

ARTICLE 8

Elections and Removal

8.1 The Nominating Committee will present nominations to the membership prior to the general meeting. Nominations from members must be submitted to the Nominating Committee prior to the general meeting.

8.2 A ballot will be provided electronically to each member over the age of 18 prior to the general membership meeting. Members will have at least seven (7) days to vote. Voting will be complete before the start of the general membership meeting. A paper ballot may be requested by individual members during the open voting period.

8.3 The results of the election will be announced at the general membership meeting.

8.4 In the event a Board member is unable or unwilling to fulfill their duties, the position will be declared vacant and a call for nominees will be made. The President, ratified by a majority vote of the Board of Directors shall fill any vacancies. The appointed Board member shall fill the remainder of the term vacated by the previous Board member.

8.5 In the event that a Board member is found incompetent, negligent, or otherwise does not uphold the Bylaws or Code of Conduct, they may be removed by a majority vote of the remaining Board members. A Board member who resigns under questionable circumstances may be prohibited from being nominated or appointed to a board position for a minimum of three (3) years.

ARTICLE 9

Dues, Contracts and Legal Disbursements

9.1 Contracts. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be granted in general or confined to specific instances.

9.2 Checks, Drafts, and Payments. Funds will be disbursed by checks prepared by the Executive Director or authorized personnel. Additional authorized signatories may be any of the officers.

9.3 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.

9.4 Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for purposes and benefit of the corporation.

9.5 Conflict of Interest. Individuals within the corporation shall avoid both actual and apparent conflicts of interest that would interfere with their ability to discharge their fiduciary responsibilities to the corporation. The Board of Directors will maintain a policy defining conflict of interest, identifying individuals covered by the policy, determining disclosure procedures, and managing conflicts.

9.6 Dissolution. Upon the dissolution of the corporation, all assets will revert to the Salem Art Association or to a similar non-profit arts organization.

9.7 Fiscal Year. The fiscal year shall be January 1 to December 31.

ARTICLE 10

Amendments and Bylaw Changes

10.1 The Board of Directors may propose changes to the Bylaws. Any proposed changes will be sent to the membership in their exact wording prior to the general membership meeting.

10.2 Members may suggest changes to the Bylaws by submitting proposals to the President or Executive Director. The Board of Directors will consider changes and if approved by a majority of the Board members, bring them to the membership for a vote.

10.4 Passage of any proposed changes to the Bylaws requires the approval of a simple majority of the votes cast during the election process.

10.5 Bylaw changes will be effective immediately following a vote in the affirmative.

~~I, Claudia Hill, 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 21, 2023.~~

~~Claudia Hill~~ _____ ~~Bylaws Revised 10/21/23~~