BYLAWS OF
THE FRIENDS OF THE VISUAL ARTS
SALEM, OREGON ~~AS~~ AMENDED—~~October 21, 2023~~[date approved]

ARTICLE 1
Establishment

1.1 The name of this organization shall be The Friends of the Visual Arts.~~,~~ ~~(~~dba ~~AKA the~~ Willamette Art Center.~~)~~ Herein referred ~~this organization may also be referred~~ to as the “corporation.”“~~The Friends.~~”

1.2 Th~~is~~e corporation~~organization~~ shall operate in Salem and the Mid-Willamette Valley.

1.3 Th~~is~~e corporation~~organization~~ shall continuously maintain a registered agent as required by The Oregon Non-Profit Corporation Act. The Board of Directors of the~~is~~ 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~~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 B~~b~~ylaws of this corporation~~organization~~ are consistent with federal, state, or local laws.

1.5 Any word in these ~~b~~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 ~~Friends of Visual Arts~~ holds these principles as its~~their~~ 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~~organization~~ 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 ~~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 corporation~~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 d~~Dues will be established by the ~~b~~Board of Directors annually~~ as described by policy~~.

ARTICLE 4
Board of Directors

4.1 General Powers and Duties. The affairs of the corporation~~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 corporation~~organization~~ and to best protect the interests and welfare of the corporation~~organization~~. 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~~m~~~~Members~~-at-~~l~~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 M~~members of the corporation, serve on committees, and attend meetings with no more than three excused absences per year.

4.2.3 Employees ~~Staff members~~ are not eligible to serve on the Board of Directors.

4.3 Any change in the number of B~~b~~oard members and/or election of members to the Board of Directors shall be decided by a majority vote of the members. B~~The new b~~oard members will start their term January 1.~~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 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.

4.6 Notice. Notice of any regular or special meeting of the Board of Directors shall be given no less than three (3) ~~or more than 30~~ days before the meeting. Notice may be made electronically or by mail~~by e-mail, phone, or letter or in person orally~~ and shall state the place, day, and hour of any ~~special~~ meeting. For special meetings, ~~O~~only business or purposes mentioned in the notice shall be transacted ~~at such special meeting,~~ unless agreed upon by a quorum ~~majority~~ of the Board of Directors ~~present at the meeting~~. The corporation's~~organization's~~ Bylaws and Articles of Incorporation may not be amended without providing adequate notice thereof.

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

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Commented [1]: Article 9 covers the annual meeting.

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~~ of new Board members~~. 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 Officers may be elected by the Board members to hold the same office for more than one year during their 3-year term.~~

Commented [2]: Combined with 5.2 as it relates to officer roles.

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

5.5 The standing committees will be Auditing, Nominating, Personnel,~~ Strategic Planning,~~ and Finance~~Budget Writing~~. The President will appoint~~assign~~ one Board member as Chair~~man~~ of each standing committee.

Commented [3]: This planning should happen with the entire board in review of plans put forward by the executive director.

Commented [4]: Reflects current practice and role of the committee in not only budget prep but review of financials over the course of the year.

5.6 The Board of Directors may ~~will~~ form other ~~ad Hoc or on-going~~ committees as needed. The President will appoint ~~assign~~ one Board member to ~~each committee to~~ act as ~~its~~ committee liaison with the Board.

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

ARTICLE 8~~6~~
Elections and Removal

Commented [5]: Recommend Article 6 and 7 be swapped for flow of activities. The numbering reflects this change but the physical order has not been swapped to show the changes in the original order. Article 9 should be moved between 6 and 7 thus moving 7 to 8.

~~6~~8.1 The Nominating Committee will present ~~a slate of~~ nominations to the ~~at the annual General~~ m~~M~~embership prior to the general meeting~~ meeting in October~~. Nominations from ~~the WAC~~ members~~hip~~ must be submitted to the Nominating Committee prior to the general meeting~~ Chairman two weeks prior to the October meeting and shall be limited to one nomination per member~~.

~~6~~7~~.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~~8.2 A ballot will be provided electronically ~~mailed or emailed~~ to each ~~WAC~~ 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 meting. A paper ballot may be requested by individual members during the open voting period.

~~6~~~~8.3 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.~~

Commented [6]: This is now covered in 8.2

~~6~~8.4 The results of the voting will be announced at the general membership meeting.~~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~~8~~.5 If three members are nominated for three open Director positions, the nominees may be accepted by a majority vote of the attendees at the General Membership Meeting. Ballots will not be required.~~

Commented [7]: Simplify this so it's the same every time.

~~6~~8.6 In the event a Board member ~~that a director~~ is unable or unwilling to fulfill their ~~his~~ duties, the position will be declared vacant and a call for nominees will be made. ~~for more than 3 months or resigns, that office will be declared vacant.~~ T~~A person appointed by t~~he Board President, ~~and~~ ratified by a majority vote of the Board of Directors shall fill any vacancies ~~occurring in the Board of Director membership during the term of office~~. The~~is~~ appointed Board member shall fill the remainder of the term vacated by the previous Board member. ~~vacancy until the next election.~~

~~6~~8.7 In the event that a director is found incompetent, negligent, or otherwise does not uphold the B~~b~~ylaws ~~of the Friends~~ or code of conduct, they~~at person~~ may be removed by a majority vote of the remaining Board members.~~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 members, and a simple majority vote of the members present at the general meeting.~~ 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.

~~6.8 Board members who resign before completing their term for reasons other than health or Board approved reasons may not run for the board for three years after their term was to have ended. Each resignation will be reviewed by the Personnel Committee with a recommendation to the Board of Directors as to whether the exclusion from service for 3 years should apply. The Board of Directors will vote in a closed meeting on the committee recommendation.~~

Commented [8]: This was incorporated into 8.7

ARTICLE ~~7~~6
Duties

~~7~~6.1 ~~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 overseeing 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.~~

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~~7~~.2 The Vice President will assist the President ~~in his or her duties~~ and ~~will~~ fulfill the duties of the President in their absence. ~~act in his/her stead when the President is unavailable. He or she will~~ The Vice President will also perform any other duties as authorized ~~assigned~~ by the Board of Directors.

~~7~~6.3 The Secretary will record, prepare and distribute minutes for all Board meetings~~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 any ~~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.~~

6~~7~~.4 The Treasurer ~~or his or her paid representative~~ will guide the financial affairs of the corporation in coordination with the executive director. ~~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 at least a quarterly budget ~~update~~ report to the Board. The Treasurer will work with the Executive Director to prepare ~~surrender~~ the books for ~~to~~ the Auditing Committee ~~by January 31 to allow enough time for adequate review.~~ The Treasurer will also perform any ~~such~~ other duties as ~~may be~~ authorized ~~and directed~~ by the Board of Directors.

7.5 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 for records retention rules.
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~~67.5 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.~~

Commented [9]: Covered in Article 4, 4.5

6~~7~~.6 The Auditing Committee will perform an audit of ~~all~~ financial records at least ~~of The Friends~~ every two (2) years and present their findings to the Board of Directors before ~~by~~ the General Membership Meeting of that year.

6~~7~~.7 The Nominating Committee will seek ~~out~~ nominations for open positions on the Board of Directors. ~~and recommend people to run for the Board.~~ They will present a~~the slate of~~ nominees ~~recommendations~~ to the Board of Directors ~~in October~~ prior to the general membership meeting and ~~facilitate the~~ election ~~process~~.

~~67.8 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.~~

6~~7~~.9 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.~~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.~~

7.10~~9.1~~ The Finance ~~Budget~~ Committee will review and analyze the ~~current year's budget~~ 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. ~~It will write a budget for the upcoming year and submit it to the Board of Directors at the January board meeting.~~

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ARTICLE 9~~8~~
Dues, Contracts and Legal Disbursements

~~8~~9.1 Contracts. The Board of Directors may authorize any officer or, 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 corporation~~organization~~. Such authority may be granted in ~~in addition to the officers so authorized by these bylaws and may be~~ general or confined to specific instances.

9~~8~~.2 Checks, Drafts, and Payments~~, Etc~~. Funds will be disbursed by checks prepared by the Executive Director or authorized personnel. ~~and recorded by the Treasurer or his or her paid representative~~. Additional ~~A~~authorized signatories may be any of the officers ~~are the President, Director, and Secretary~~.

9~~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 depositaries 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.~~

9.4~~8~~.5 Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for ~~the general~~ purposes and benefit ~~or for any special purpose~~ of the corporation~~organization~~.

9.5~~8.6~~ 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.~~Possible conflicts of interest shall be handled in the following manner:~~

~~9.5.18.6.1 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.~~
~~9.5.28.6.2 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.~~
~~9.5.38.6.3 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.~~
~~9.5.48.6.4 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.~~

Commented [10]: The rules, procedures, and forms should live outside the bylaws. See the conflict of interest policy and forms developed.

9.6~~8.6.5~~ Dissolution. Upon the dissolution of the corporation~~Friends of the Visual Arts~~, all assets will revert to the Salem Art Association or to a similar non-profit arts organization.

9.7~~8.6.6~~ Fiscal Year. The fiscal year shall be~~extend from~~ January 1 ~~of one year~~ to December 31~~ of that year~~.

ARTICLE ~~9~~7
Meetings

Commented [11]: Move to be Article 7 before elections article.

7~~9~~.0 There will be at least one ~~G~~general m~~M~~embership meeting each year. ~~at least once a year in October~~. 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. ~~Board meetings and other official business may be conducted via e-mail.~~

Commented [12]: This is covered in Article 4.

ARTICLE 10
Amendments and Bylaw Changes

10.1 The Board of Directors may propose ~~Amendments or Bylaw~~ changes to the Bylaws~~as necessary~~. Any proposed changes will be sent to ~~posted or emailed to~~ the ~~General M~~membership in their exact wording prior to the general membership meeting.

10.2 Members may suggest ~~initiate Amendments or Bylaw~~ changes to the Bylaws by submitting proposals to the President or Executive Director~~any Board member~~. 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~~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~~ requires the approval of a simple majority of the votes cast during the election process.~~general membership present at the meeting.~~

10.5 Bylaw changes will are ~~become~~ effective immediately following a vote in the affirmative.~~approval by the General Membership.~~

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**