

ARTICLES AND BYLAWS CARLSBAD-OCEANSIDE ART LEAGUE

ARTICLE I. NAME

This organization shall be known as CARLSBAD-OCEANSIDE ART LEAGUE, hereinafter known as "**The League.**"

ARTICLE II. STATUS

- Sec.1 The status of this organization is non-profit. In order to be tax-exempt, this organization shall serve a public rather than a private interest. It shall not be operated for the benefit of the creator, individual members, shareholders, or any other **private** interest. See Income Tax Regulations Sec. I 501(C)(3)D(I).
- Sec.2 The purpose of this organization is to promote the education and cultural appreciation of fine art in the community.
- Sec.3 This purpose shall be supported by demonstrations, student scholarships, outdoor displays, exhibitions, commercial displays, miscellaneous cultural tours, and a main gallery.

ARTICLE III. MEMBERSHIP

- Sec.1 This League shall have five (5) types of membership.
- A. **Regular Members** shall be unlimited in number. Any person over 18 years of age may become a member.
 - B. **Joint Members** two persons who share the same address may join as a single entity. Each member will have the same privileges as a regular member, but only one member will receive League mailings, including the yearbook.
 - C. **Student Members** shall be those persons seventeen (17) to twenty-three (23) years of age, attending school full time. They shall become members upon payment of dues as provided in Art. IV, Sec. 1.C. Student members are ineligible to be Board Officers, Directors, or Chairs of Standing Committees.
 - D. **Life Members** shall be those persons who wish to enjoy full membership privileges without having to pay dues each year. They instead make a one-time payment in accordance with Art. IV Sec 1.D. This payment shall insure membership in the League for life without annual dues.
 - (1) Inactive Life members will be queried annually to make sure they still wish to receive mailings. A failure to respond will result in the removal of the member from the rolls until contact is reestablished. The return of first class mailings by the Post Office will have the same effect.
 - E. **Honorary Membership** may be conferred by the Board upon any person for outstanding achievement in art, or who has performed a distinct service for the League. Term of the honorarium shall be at the discretion of the Board. Honorary members shall pay no dues while holding that status.
- Sec.2 No membership shall be transferable.
- Sec. 3 **Obligations of Membership** - All members shall be expected to:
- A. Pay dues annually and on time (except for Life Members).
 - B. Advise the Director of Membership of any change in address, phone number, or any other item found on the Membership Application Form.
 - C. Fulfill gallery sitting obligations without fail, or provide substitute sitter at the member's own expense.
 - D. Wherever possible, volunteer for open positions on the Board of Directors or for committee work as may be required from time-to-time.
 - E. Members are encouraged to support the League by showing art work at the gallery at least three (3) times a year (see also, Art.XI Sec.2C, sub-paragraph 3).

ARTICLE IV. MEMBERSHIP DUES AND FEES.

- Sec.1 The annual dues shall cover the calendar year from January 1st to December 31st. Dues for the following year shall be established by the Board in November in accordance with the following guidelines:
- A. Regular Member: As appropriate for the well-being of the League
 - B. Joint Membership: 25% greater than the individual membership
 - C. Student Member: One-third the regular membership
 - D. Life Member: Ten (10) times the regular membership (one time payment)
 - E. Honorary Member: None
- Note: Dues defined in B through D, above, may be rounded to the nearest whole dollar.
- Sec. 2 An enrollment fee may be assessed to new members (see definition of new members in section 4, below), to encourage renewal of membership from year-to-year. The amount of this fee shall be established by the Board as appropriate to its intended purpose, but shall not be assessed to student or life memberships or to the second party of a joint membership.
- Sec. 3 Annual dues shall be pro-rated for new members (see Sec. 4) joining after March 1st. New members joining after October 1st shall be required to pay dues for the next calendar year as well as the pro-rated amount for the balance of the current year. However, persons joining on or after December 1st shall be paid-up members through the following year by paying only the following year's dues. The enrollment fee, if assessed, shall not be pro-rated.
- Sec. 4 A new member is any person who has not been a member of the League in either this or the past calendar year.
- Sec. 5 If dues are not paid by March 15, a member may be declared delinquent and dropped from the rolls.
- A. The roster of names for the YEARBOOK shall close on or about this date.

ARTICLE V. BOARD OF DIRECTORS

The Board of Directors shall hereinafter be referred to as "the Board."

Members of the Board shall be the Officers and Chairs of the Standing Committees.

Sec. 1. **OFFICERS** shall be:

- A. President
 - 1). The President shall assign a single Vice President from among the five directors listed hereunder, being guided by their availability and willingness to serve in the capacity. The appointee will henceforth carry the title "Vice President and Director of ..."
- B. Director of Gallery Operations
- C. Director of Membership
- D. Director of Programs
- E. Director of Award Shows
- F. Director of Youth Programs
- G. Treasurer
- H. Secretary
- I. Corresponding Secretary

Sec.2. **CHAIRS OF STANDING COMMITTEES** shall be:

- A. Art Mart (Carlsbad Inn)
- B. *Brushmark* Editor
- C. Computer Services
- F. Publicity
- G. Outdoor Shows*
- H. Telephone*

- D. Grants-in-aid
- E. Hospitality
- I. Yearbook
- J. The President may appoint other Chairs or Committees, either ad hoc or permanent, to meet to future needs without revising these Bylaws. Such appointments shall be duly announced in the *Brushmark* (See Art. IX, Sec 2).

*This position may be assigned only on an as-needed basis.

Chairs shall recruit their own staffs (committee members), as needed.

- Sec. 3. External Consultants may be hired at the discretion of the Board, for example auditing and/or legal (either of whom must have expertise in IRS code concerning non-profit organizations).
- Sec. 4. No Officer or Standing Committee Chair shall be individually or personally liable for any suit, obligations, debts or liabilities of any nature involving the League Corporation. (1) No Member of the League is, as such, personally liable for any suits, debts, liabilities or obligations of the League Corporation.
- Sec. 5. Eligibility. All members in good standing, except Student Members, are eligible to become Officers or Chairs of Standing Committees on the Board.

ARTICLE VI. APPOINTMENTS, REMEDIES, TERMS or OFFICE, etc.

Sec. 1 Appointment of Officers

- A. New officers will normally be nominated and approved by the Board from volunteers and others who have expressed a willingness to serve.
- B. Ratification. The appointment (or reappointment) of one or more League Officer(s) shall be published in the next issue of the *Brushmark*. Thirty (30) days after the publishing of said appointment(s), if no member has filed a *Valid Objection* (see below) with the Board, the appointment(s) shall be considered ratified.
 - (1) Valid Objection. A Valid Objection shall be submitted in writing to the Board of Directors, signed by ten (10) members in good standing, and be accompanied by the name(s) of consenting alternate candidate(s).
 - (2) Response to a Valid Objection. Having received a Valid Objection to an appointment, the Board will try to resolve the matter to the satisfaction of all parties. Failing this, the matter shall be brought to a vote of the membership at the next regular meeting following the publication of the next *Brushmark*, wherein the matter(s) to be voted on will be thoroughly covered. Either way, the surviving appointee(s), following these procedures, will be considered ratified.

Sec. 2 Appointment of Committee Chairs

Committee Chairs are appointed by the President from all available candidates, and approved by a majority of the Officers of the Board. The Art Mart Chair is an exception to this rule only so long as the provisions of Article IX Sec 1.A prove satisfactory.

Sec. 3 Terms of Office

- A. Members of the Board (Article V, Sections 1 and 2) are expected to serve for a minimum of one (1) year starting on January 1st of the calendar year following their appointment (or from the previous January 1st if their appointment was made before April 1st).
- B. If no other candidates have stepped forward, the President may serve additional terms, upon approved of the Board and subject to ratification as set forth in Section 1. B, above.
- C. If no other candidates have stepped forward, other Officers, as defined in Article V, Sec. 1, may also serve additional terms at the pleasure of the President, subject to the ratification procedures per Sec. 1. B, above.
- D. Committee chairs may serve multiple terms at the pleasure of the President, unless opposed by a majority of the other officers, and are not subject to ratification. See Article

IX for an exception.

Sec. 4. **Succession**

- A. In the event of the resignation or death of the President, the Vice President shall automatically become President.
- B. In the event the Vice President rejects the position any one of the remaining Directors may assume the position upon approval of a majority of the other Officers.

Sec. 5. **Recalls**

- A. A petition of recall, naming one or more officers, may be submitted to the President in writing at any time. To be valid said petition shall:
 - (1) Be signed by a number of members in good standing equal to ten (10) times the number of officers being recalled.
 - (2) Be accompanied by the nomination(s) of an alternate candidate or slate of candidates who have consented to fill the position(s).
- B. After the submission of a valid recall petition, the Board of Directors shall be obligated to call a vote of the membership in accordance with Article X Sec. 2. B or Article X Sec. 4. B, as applicable, where, after due process, a 2/3 vote of the membership is required to confirm the recall and a separate majority vote is required to elect the new officer or officers.
- C. Chairs of standing committees are not subject to recall, but a petition for replacement may be submitted to the President at any time along with the name of a consenting alternate. The decision on whether to act on the petition lies entirely with the President.
- D.

ARTICLE VII. DUTIES OF THE BOARD OF DIRECTORS

Sec. 1 The Officers of the Board, shall, subject to the approval of the membership, have power to execute all conveyances, contracts, agreements, leases, mortgages, deeds of trust and other papers and instruments necessary to carry out the purpose and powers of the League Corporation.

Sec. 2 The Board shall determine the times, subject to the provisions of Article X, and places of all meetings of the League.

Sec. 3 **Discipline.**

- A. The Board may expel any member for good and sufficient cause. Reasons may include, among others:
 - (1) Repeated failure to fulfill one's gallery sitting responsibility.
 - (2) Failure to comply with the provisions of these bylaws or other rules duly set forth and published by the Board of Directors.
 - (3) Disruptive behavior at meetings or other League venues.
 - (4) Misrepresenting the originality of one's work.
- B. If a member being charged wishes to dispute the proceedings against him, then a hearing will be called before the Board where evidence may be presented by both sides of the dispute. The Secretary, or other officer appointed by the President, shall duly record all documentation and/or other evidence.
 - (1) At the conclusion of said hearing, the Officers of the Board shall adjourn for private deliberations and judgment.
 - (2) The involved party shall be notified in writing of the Board's decision. Copies of all documentation to be kept on file.
 - (3) The decision of the Officers of the Board shall be final.

Sec. 4 In the event of the dissolution of the League, the Board shall draw up a proposed plan for the liquidation and distribution of the League assets in accordance with Article XII.

ARTICLE VIII. DUTIES OF OFFICERS

Sec. 1 The **President** shall:

- A. Preside at all meetings of the Board, where President shall have a vote on all matters.
- B. Preside at all membership meetings, but shall have no vote except by written ballot, or to break a tie.
- C. Countersign all checks when required or allowed by the bank.
 - (1) Have an identification signature with all League bank accounts.
- D. Fill any vacancies among Committee Chairs by appointment.
- E. Submit, when appropriate, names for an auditor or legal advisor to the Board.
- F. Act as ceremonial representative of the League at community functions.
- G. Be custodian of the **MASTER BOOK OF GUIDELINE PROCEDURES**
 - (1) As soon as possible after appointment, provide each Officer and/or Chair with a copy of the appropriate section of Guidelines for his or her office.
- H. Have custody of duplicate keys to mailbox, storage area, gallery, safe deposit box, and any other additional keys.

Sec. 2 In the absence of the President, the Vice President shall preside at any League meeting. In the absence of the Vice President, any available Director may substitute.

Sec. 3 **The Vice President shall:**

- A. Assume the duties of President in the absence of the President.
- B. Act as Parliamentarian and in that capacity, advise the President of correct parliamentary procedure at the request of the President.
- C. Report to the Board potential violations of these bylaws.

Sec. 4 The **Director of Gallery Operations** shall:

- A. Manage all operations of the gallery, including take-in day staffing, sitting assignments, maintenance, etc.
 - 1). Ensure an adequate supply of materials to support gallery operations including office supplies, labels, and award ribbons.
 - 2). Coordinate gallery sitters throughout the month.

Sec. 5 The **Director of Membership** shall:

- A. Be responsible for all duties relating to League membership.
 - 1). Be responsible for the design, substance and dissemination of membership applications and related forms.
- B. Be the sole custodian of membership records including those that may be computer-based.
- C. Provide updated membership rosters or screens for use by the Board or by specific Chairs who may request them.
- D. Report the status of membership at all Board meetings and, if necessary, recommend programs or actions to improve membership.

Sec. 6 The **Director of Programs** shall:

- A. Arrange for the availability of a meeting room for monthly meetings.
- B. Provide programs for all regular monthly meetings, including a Holiday lunch or dinner in December (if approved by the Board).
- C. Arrange for judging of the regular monthly shows at the gallery.

Sec.7 The **Director of Award Shows** shall:

- A. Arrange and staff for the Annual Membership Show, the Annual Open Juried Show and, at the direction of the President, any or all other award shows which may be scheduled.
 - 1) Arrange for the necessary publicity, prospectus, etc.

- 2) Arrange for judges, as required, for these shows.
 - 3) Prepare or arrange for the preparation of entry catalogs, etc., including a formal list of award winners.
- B. Coordinate with the Treasurer regarding all financial matters and awards relating to these shows.
 - C. Coordinate with the Hospitality Chair regarding preparations for planned receptions.
- Sec. 8 The **Director of Youth Programs** shall:
- A. Have responsibility for the annual High School Art Show and the annual Children's Art Show.
 - B. In the administration of these shows, be guided by the provisions of Sec. 7, above.
 - C. Maintain the Children's wall in the gallery.
- Sec. 9 The **Secretary** shall:
- A. Keep the official minutes of all Board meetings.
 - B. Provide a typed copy of Minutes to the President at least two (2) days before the next meeting date.
 - C. Cosign checks in the absence of the President or Treasurer, as required.
 - 1) Have identification signature with all League bank accounts.
- Sec. 10 The **Corresponding Secretary** shall:
- A. Collect all mail from the Post Office Box and forward to appropriate Officers and Chairs.
 - B. Answer all mail at the direction of the President.
 - C. Provide courtesies such as get-well or sympathy cards to members, as appropriate.
- Sec. 11 The **Treasurer** shall:
- A. Be custodian of all League funds.
 - B. Subject to the approval of the Board, arrange for suitable bank accounts.
 - C. Keep a written record of all League financial transactions.
 - 1) Records shall be open to inspection by any member in good standing at reasonable hours.
 - D. Provide full statements at least quarterly to the Board. Arrange for the publication of a year-end financial statement in the *Brushmark* as soon as possible after the beginning of the new year.
 - E. Sign all Checks.
 - (1) Have identification signature with all League bank accounts.
 - F. May be bonded when appropriate.
 - G. Provide a full description of all League assets in the event of the League dissolution (see Art. XII).
- Sec.12 Officers and Chairs of Standing Committees are expected to attend all Board Meetings.

ARTICLE IX. DUTIES OF CHAIRS OF STANDING COMMITTEES

- Sec. 1 **Art Mart Chair** shall be responsible for coordinating with the Board on all matters pertaining to the weekly shows at the Carlsbad Inn (or other venue).
- A. The Art Mart Chair shall be appointed by the president in accordance with Article VIII, Section 1, Paragraph D.
 - B. A committee of three (3) members in good standing, who regularly show at the Art Mart venue, may be appointed by the Chair to advise and assist on administration of Board-approved policy, at said venue. (Four (4) members, total, including the Chair).
 - 1) No more than four (4) committee members, including the Chair, shall have so-called

permanent space assignments at the Art Mart venue unless authorized by the Board.

- C. It will be the responsibility of the Art Mart Chair to collect and submit to the Treasurer all fees associated with the Art Mart operation.
- D. The Art Mart Chair may serve multiple one-year terms at the pleasure of the President, unless a petition signed by seven (7) members, approved to show at the Art Mart, is presented to the Board. In this case, the president will attempt to find a replacement chair.

Sec. 2 **Brushmark Editor** shall be responsible for collecting monthly news and information from both internal and external sources and preparing, printing and mailing the monthly newsletter (*Brushmark*). Among other things, the *Brushmark* should contain a monthly calendar of upcoming COAL events, League announcements, news of external art activities and, when applicable, proposed bylaw revisions, per Article XI Sec.1.B.

Sec. 3 **Computer Services Chair** shall be responsible for all of the League's computer hardware and software, including instructional documentation and user training, when necessary.

Sec. 4 **Grants-in-Aid Chair** shall locate sources of grants and implement the necessary arrangements.

Sec. 5 **Hospitality Chair** shall be responsible for obtaining and serving refreshments at all regular meetings, award shows and other League activities.

Sec. 6 **Outdoor Display Chair** shall be responsible for arranging for and/or coordinating specific outdoor shows at the direction of the President.

Sec. 7 **Publicity Chair** shall provide publicity for League activities and obtain placement in newspapers, magazines, etc.

Sec. 8 **Telephone Committee Chair** shall organize a committee to contact members by phone when requested by the President.

Sec. 9 **Yearbook Chair** shall, in cooperation with the Director of Membership, prepare, format and publish by shortly after March 15th, the annual yearbook, to include:

- A. An abbreviated History of the League, including a roster of past Presidents.
- B. Information regarding current League operations, contacts, officers, shows, etc. to the extent appropriate.
- C. A roster of current members in good standing as of March 15th.
- D. A gallery of photographs of members who have supplied them.
- E. A copy of the League Bylaws

Items under paragraphs D and E, above, may be excluded to save money, if approved by the Board, without revising these bylaws.

ARTICLE X. MEETINGS

Sec.1 **Board Meetings** shall be held monthly throughout the year and may be attended by any member in good standing.

- A. The President may telephone members of the Board for a quorum vote on any matter requiring immediate approval (See Sec.6.A, below).

Sec.2 **Regular Meetings** shall be held monthly, except July and August.

- A. Regular meetings shall generally comprise a demonstrator or other program, with the exception of December (See Sec. 3, below).
 - (1) A short business meeting may be held at the beginning of any regular meeting.
 - (2) All regular meetings featuring a demonstrator shall be open to the public.
- B. A recall involving a single current officer may be held at any regular meeting (Article VI Sec. 5.B).
- C. Bylaw amendments may be submitted at a Regular Meeting upon a written proposal signed by at least ten (10) members in good standing, in accord with Article XI Sec.1, or by the Board.
- D. Dates and times of Regular Meetings shall be published in the *Brushmark*.

- E. Voting, if necessary at a regular meeting, shall be in accordance with Sec. 7.B, below.
- Sec.3. The **Annual Business Meeting** of the League shall be held in December in conjunction with an optional holiday party, lunch or dinner. At this meeting, the President shall:
- A. Discuss the status of the League, calling on Officers and Chairs, if necessary, for reports.
 - B. Bring up issues of importance, if any.
 - C. Present Officers and Chairs for the ensuing year.
 - D. Acknowledge retirements.
 - E. Open the meeting to input from the floor.
- Sec.4 **Special Meetings** of the membership may be called at any time by the Board, subject to regulations in other parts of this Article.
- A. The Board must call a special meeting of the members upon written application of at least ten (10) members in good standing, specifying the subject or subjects.
 - B. A Special Meeting shall be called to vote on recalls involving more than one Officer (Article VI Sec 5.B).
 - C. Notice of Special Meetings shall be mailed to the last known address of each member at least fifteen (15) days before the meeting date.
- Sec.5. Proceedings of all meetings of the League and Board shall be governed by Robert's Rules of Order except as other rules may be set forth in these Bylaws.
- Sec.6. **Quorums**
- A quorum is only required when an official vote is to be taken.
- A. A quorum at any Board Meeting shall be five (5) Officers.
 - B. A quorum at any Regular or Special Meeting shall be thirty (30) members in good standing.
 - C. If a quorum is not present, the only business that can be transacted is: (1) Means of getting a quorum at an adjourned-to-selected date. (2) Adjournment to the agreed-upon date.
- Sec.7. **Voting**
- A. All officers shall have one (1) vote per issue at all Board Meetings.
 - B. Chairs of Standing Committees shall have one (1) vote at Board Meetings on all matters except those pertaining to personnel, for which only Officers have a vote.
 - (1) Exception: In matters of Ratification or Recall where a vote of the general membership is required (Art. VI Sec. 1.B.2. and Sec. 5.B), Chairs have a vote like any other member.
 - C. All members in good standing, except the President in accordance with Art.VIII Sec.1.A, shall have a vote at all meetings of the League which are not designated as Board Meetings.

ARTICLE XI. BYLAW AMENDMENTS

In accordance with the provisions of Section 9400 of the Corporation Code, these bylaws may not be amended by the Board of Directors without a vote of the membership (except as set forth in Section 2, below).

- Sec. 1 **The Bylaws shall be amended as follows:**
- A. Any amendment may originate in accordance with Art. X, Sec.2.C; or be proposed by the Board.
 - B. The proposed amendment (or, in the case of a wholesale change, a summary of the proposed amendment) shall be published in the *Brushmark* for two (2) months prior to a vote at a Regular Meeting.
 - (1) As an alternate procedure, a vote may be taken at the next Regular Meeting provided:
 - a) The proposed amendment (or summary) has been mailed to all members.

- b) The mailing is postmarked at least twenty-one (21) days prior to said meeting
- c) The mailing announces that the vote will be occur at the next meeting.
- C. Two-thirds (2/3) vote of the attending members in good standing shall be required to pass the proposed amendment. Quorum per Art.X, Sec.6.
- D. If a proposed change directly affects fewer than one-half the current membership or is primarily intended for clarification, the Board of Directors may vote the change into effect without prior notification of the membership. In this case, the changes will be published in the *Brushmark* and the membership shall then have an opportunity to force a full membership vote by submitting to the Board within 30 days, a petition signed by ten (10) members in good standing.

Sec. 2 **Guideline Procedures** are included in the Bylaws for reference.

- A. Procedures for **Officers and Chairs** of Standing Committees may be amended only with Board approval.
- B. With the exception of the items listed in Sec. C below, rules for Award Shows are the responsibility of the Director of Award Shows and are to be made available through the prospectus for that show.
- C. **STANDING POLICY** for award shows:
 - (1) The Show Director shall have at least one (1) judge for the annual Membership Show and two (2) judges for the annual Open Show.
 - (2) To be eligible to show in the annual Membership Show, members must have entered work in at least three (3) monthly gallery shows during the preceding twelve (12) months.
 - (3) An artist may receive one cash award in as many categories as the artist has entered. In addition, an artist may receive a separate "Best of Show" award.
 - (4) Except as noted above, no artist may win more than one cash award in any one category.
 - (5) If, as usual, the "Best of Show" is chosen from among the first place winners, the winning entry shall not retain it's 1st place award. Instead, 2nd and 3rd place winners in the category will be elevated by one position and a new 3rd place winner selected.
 - (6) In a juried show, entries that have been rejected by the jurors shall not be eligible for a return of entry fee.
 - (7) The jurors are free to refuse to grant awards in any category if they feel that the quality of the work does not warrant an award.
 - (8) Categories having four (4) or fewer entries must be combined with another similar category. Categories having five (5) or six (6) entries may, at the discretion of the judges, be combined with another category.
 - (9) There may be as many Honorable Mention ribbons as the jurors consider worthwhile.
 - (10) The salient portions of this policy shall be published in the prospectus of every judged show with the exception of the Annual Student Show.

ARTICLE XII. PROVISION FOR THE DISSOLUTION OF THE LEAGUE

- Sec. 1 If the Carlsbad-Oceanside Art League should ever dissolve, the members agree to distribute all assets of the League into scholarships in the name of the Carlsbad-Oceanside Art League.
- Sec. 2 The Carlsbad-Oceanside Art League may be dissolved with the following procedure:
 - A. A proposed application originating with the signatures of any ten (10) members in good standing, or
 - B. A Board proposal.
- Sec 3. Proposed application and plan, including a Treasurer's report of the financial status of the League, shall be published in the *Brushmark* for two (2) months prior to a vote, along notice of a Special Dissolution Meeting (Sec. 4, below).

- Sec. 4 Special Dissolution Meeting shall be scheduled for approximately one (1) month after the 2nd *Brushmark* publication (Sec. 3, above). At this meeting:
- A. The application and plan will be presented.
 - B. A final Treasurer's report will be given.
 - C. Pros and Cons of dissolution will be discussed
 - D. A dissolution vote will be taken requiring a 2/3 majority vote of the attending members in good standing to pass. A quorum as defined in Art. X Sec. 6.B must be present.
 - E. If the measure passes, the League will be henceforth cease to exist. However the Board of Directors must maintain sufficient function to distribute assets per Sec. 1, above.