

August 17, 2015

BY LAWS
VERDUGO HILLS ART ASSOCIATION, INC.
(AS AMENDED October 11, 2011)
(As amended September 17, 1996)

ARTICLE I – NAME, CORPORATE POWERS
PURPOSE, AND FISCAL YEAR

Section 1. Name

The name of the corporation, as declared in the Articles of Incorporation, is Verdugo Hills Art Association, Inc., non-profit corporation, incorporated in the State of California. The principal office of the corporation shall be in the county of Los Angeles.

Section 2. Corporate Powers

The corporate powers of Verdugo Hills Art Association, Inc., shall be vested in the Board of Directors who shall be members in good standing and holding current membership in said corporation.

Section 3. Purpose

The purpose of the corporation is to provide a meeting ground for all people interested in the pursuit of artistic endeavors and to provide educational forums, group exhibitions, and monthly meetings for the achievement of said purpose.

Section 4. Fiscal Year

The fiscal year of the corporation shall begin the first (1st) day of July of each calendar year and end on the thirtieth (30th) day of June of the following year.

ARTICLE II – MEMBERSHIP

Section 1. Classifications

Memberships shall consist of the following:

General

Honorary

Life

Section 2. General Membership

Application for membership may be made to any officer of the corporation; an applicant will be referred to the Membership Chairman for processing. Membership is open to artists of high school age and over. The application for membership should be accompanied by payment of the current year's dues. Election to membership shall be by the Board of Directors.

Section 3. Honorary Membership

The corporation may, at any of its regular meetings, elect to Honorary Membership, persons who have rendered distinguished services to the corporation and the cause of art. Any person so designated is no longer obligated to pay annual dues in the corporation. Honorary Membership is proposed by members submitting to the Board of Directors a letter in which the services of said proposed Honorary Member are described. Upon approval by the Board of Directors, the Honorary Membership is conferred upon the designated member at the next regular meeting of the Board of Directors.

Section 4. Life Membership

Life membership may be acquired by any active member who has maintained membership in good standing for a period of five (5) years immediately preceding; and such member shall continue to enjoy all privileges of membership upon the payment into the corporation treasury, the sum of Five Hundred Dollars (\$500) and shall be exempt from the payment of annual dues thereafter.

Section 5. Privileges of Members

Each member shall enjoy all privileges of this corporation and shall be entitled to vote on each measure and for each office to be filled. All members have the right to hold an elective office.

Section 6. Cancellation of Membership

The Board of Directors by a majority vote of its members shall have summary power to suspend, expel, or terminate the membership of any member for conduct which, in its opinion:

- Disturbs the order, dignity, business, or harmony of the corporation;*
- Impairs the good name, popularity, or prosperity of the corporation;*
- Endangers the welfare, interest or character of the corporation; or*
- Violates the by-laws or rules and regulations of the corporation.*

Action by the Board of Directors in such matters shall be final and conclusive.

Section 1. Amount of Dues

All members, except Honorary Members and Life Members, shall pay annual dues as designated by the Board of Directors. New and current members can pay dues in April, May or June which will apply through the upcoming fiscal year.

Section 2. Delinquency

Dues for the current fiscal year are payable on July 1st and become delinquent on October 1st. A late fee, to be determined by the Board of Directors, may be instituted for dues paid after October 15th. Any member whose current dues are not paid prior to delinquency date is ineligible to vote or to participate in a membership exhibition sponsored by the corporation.

Section 3. Assessment

In the event that the Board determines a financial need exists in order to provide the necessary functions of the corporation, the Board of Directors is empowered to levy an assessment against all members and to prescribe the time of payment for such assessment. The assessment must be necessary to meet the corporate financial responsibilities and shall not exceed the amount of annual dues. No more than one (1) such assessment per year shall be levied.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Members

Eight (8) officers and the chairmen enumerated below shall constitute the Board of Directors and shall be elected by the general membership at the annual meeting. (Article V, Sec 3)

I.1 Officers

The officers of the corporation consist of:

*President
First Vice President
Second Vice President
Recording Secretary
Corresponding Secretary
Treasurer
Auditor
Parliamentarian*

I.2 Chairmen

*The following chairmen shall constitute the remainder of the Board of Directors:
Artist-of-the-Month*

*Exhibition
Hospitality
Historian
Member at Large
Membership
Newsletter
Program (First Vice President)
Publicity
Scholarship
Video Librarian
Ways & Means (Second Vice President)
Webmaster
Workshop*

I.3 Additional Board Members

Upon approval of the Board of Directors, the President may appoint any other board members as are deemed necessary for efficient operation of the corporation. Term of office is at the President's discretion.

I.4 Term of Office

Officers and chairmen are elected each year for a one (1) year term. The term of office shall commence July 1st and shall be for one year to June 30th of the following year and until their successors take office. An individual may not hold office of President or Treasurer for more than two (2) consecutive years.

I.5 Absences

Non-attendance by a member of the Board of Directors for three (3) consecutive meetings shall constitute a vacancy in such Board Member's office and on said Board of Directors.

Section 2. Powers of the Board of Directors

2.1 Official Meetings

The Board of Directors shall have the power to call official meetings of the membership and of the Directors as deemed necessary. Meetings must be called at any time upon written request of at least fifteen (15) members.

2.2 Business of the Corporation

For the guidance of the officers and for management of the affairs of the corporation, the Board of Directors shall have the power to conduct, manage, and control the

affairs and business of the corporation and to make rules consistent with the laws of the State of California.

2.3 Power to Appoint and/or Remove

The Board of Directors shall have the power to appoint and/or remove at any time, any Board Member, with a two-thirds (2/3) vote of the Board.

2.4 Power to Incur Debt

The Board of Directors shall not have the power to incur indebtedness.

2.5 Power to Sell or Mortgage

The Board of Directors shall have no power to sell any property belonging to the corporation unless authorized to do so by a two-thirds (2/3) vote of the members present at a meeting called for such purposes. Notice in writing of such contemplated action shall be sent to each member of the corporation at least five (5) days prior to said meeting.

Section 3. Responsibilities of Board Members

3.1 President

It shall be the duty of the President, or in his/her absence, the Vice Presidents in order of rank, to preside at meetings of the membership and the Board of Directors. The President, with the Treasurer, shall execute all written contracts and obligations of the corporation as authorized and approved by the Board of Directors. Shall establish a calendar of yearly events.

3.2 First Vice President

Shall assume the duties of the President in his/her absence and shall also serve as Program Chairman. (See 3.16)

3.3 Second Vice President

Shall be in charge of ways and means to finance the corporation's activities. (See 3.20) In the absence of the President and the First Vice President, this officer shall assume the responsibilities of the President.

3.4 Recording Secretary

Shall record and preserve the Minutes of the corporation and the Board of Directors' meetings. Shall keep a written record of all amendments to the By-Laws; and maintain such other data and records as instructed by the President and/or the Board of Directors.

- 3.5 Corresponding Secretary**
Shall be responsible for correspondence of the corporation to the membership. Responsible for friendship services to members; letters/cards/flowers, etc., to sick or bereaved members; and/or congratulatory/thank you letters to deserving persons to be sent at the discretion of the Board of Directors or the President.
- 3.6 Treasurer**
Shall receive all funds of the corporation and shall deposit such funds in the bank or banks as designated by the Board of Directors. Shall discharge all obligations of the corporation by check, as approved by the Board of Directors. Shall give a financial report to the Board of Directors each month and present to the Board the results of the annual audit.
- 3.7 Auditor**
Shall audit the books of the corporation annually by July 31 and prepare a report of such audits to the Board of Directors.
- 3.8 Parliamentarian**
Shall advise on all points of Parliamentary Law, in accordance with Robert's Rules of Order, Revised.
- 3.9 Artist-of-the-Month Chairman**
Shall be responsible for conducting Artist-of-the-Month competitions. Notifies membership of rules and procedures, which include that the first place winners may not enter for the rest of the year until the June meeting. Conducts the voting at the regular membership meeting. Each June, is responsible for conducting Artist-of-the-Year competition from among the first place winners of that year. Shall be responsible for the Artist of the Year Show.
- 3.10 Exhibition Chairman**
Shall be responsible for coordinating three (3) juried membership shows each fiscal year. Any other shows will be the responsibility of the Board of Directors. Shall secure judges and appoint persons to help with taking in and hanging of art works. Shall verify dates of upcoming shows, length of shows, reserve display areas, determine number of ribbons to be awarded, and purchase ribbons.
- 3.11 Historian**
Shall develop and maintain a record of the history of Verdugo Hills Art Association through use of materials over the years since the group was organized. Shall be responsible to keep such record current with pictures, newspaper articles, and other

pertinent information in order to provide a continuing record of the corporation's activities.

3.12 Hospitality Chairman

Chairman shall be responsible for refreshments for our general meetings and for purchasing supplies. Shall maintain a sign-up list and shall remind the volunteers prior to each meeting. Hospitality equipment and supplies are kept in the corporation's cabinet at the meeting location.

3.13 Member-at-Large

Shall be a past member of the Board of Directors and shall be knowledgeable in the corporation's procedures. May temporarily fill in for an absent member of the Board of Directors if the need arises. Shall be available for special assignments by the President.

3.14 Membership Chairman

Shall be responsible for collecting annual dues from the membership and dues from new members. Shall submit names of new member candidates for approval of the Board of Directors. Shall keep a proper list of all members and regularly provide the Recording and Corresponding Secretaries and Newsletter Chairman with current names and addresses of members. Shall provide new members with a membership directory. By May fifteenth (15th) of each year shall notify members of dues payments by email, newsletter, mail, and phone. Shall, after recording necessary data, give all dues monies to the Treasurer for deposit. Shall prepare a membership directory as specified by the Board of Directors.

3.15 Newsletter Editor

Shall be responsible for publication of the monthly newsletter, including gathering pertinent information, preparing copy for emailing, and printing. Shall contact all chairmen requesting submission of items for newsletter.

Shall print an adequate number of copies and have such copies ready in time for the newsletter to be mailed no later than ten (10) days prior to the next regular meeting. Mailing of the newsletter may be delegated to a volunteer member of this sub-section, who shall fold, stamp and deliver to the U.S. Post Office in time to comply with mailing deadline.

3.16 Program Chairman (First Vice President)

Shall obtain demonstrators/speakers, etc., for the monthly meetings, including setting fees and dates. Program schedule is to be presented to the Board of Directors for approval. Shall request demonstrator to donate one of his/her artworks for the

monthly raffle. In the event no donation is given, Chairman shall arrange an alternate source for raffle prize(s). Shall also provide the necessary information concerning the monthly program to the Publicity Chairman for newspaper publication, to the Newsletter Editor for printing in the monthly newsletter and to the Webmaster.

3.17 Publicity Chairman

Shall be responsible for press releases announcing corporate meetings, activities, and any other publicity items to further the goals of the corporation. Shall keep a file of press releases to help document the corporation's history of events. Shall give a copy of all news releases to the Historian.

3.18 Scholarship Chairman

Shall collect money at monthly meetings for our scholarship award. Our scholarship will be awarded to a local high school senior who is enrolled in a college to further his/her art education. Shall contact the art teacher from the school of our choice and make arrangements for the winner to present their portfolio at our June meeting.

3.19 Video Librarian

Shall be responsible for maintaining the Association's video library, including, but not limited to, purchasing videos, renting them to members for a time period and a rental fee established by the Board of Directors. Shall be responsible for maintaining rental records and bringing the video library to each monthly General Membership Meeting. An accounting record of rental fees and expenditure of said funds to purchase videos shall be kept by this chairman. The chairman shall prepare a report of such transactions and present said report monthly at the Board of Director's meeting.

3.20 Ways and Means Chairman (Second Vice President)

Shall be in charge of ways and means of financing the corporation. Shall be responsible for selling raffle tickets at the monthly meetings, conducting the raffle and be in charge of the sales table. Shall give the raffle proceeds to the Treasurer for deposit. Money collected from the sales and raffle proceeds go to the scholarship fund.

3.21 Webmaster

Shall be responsible for maintaining and updating the VHAA Website www.Verdugoarts.org. Shall select hosting service and act as liaison to that service.

3.22 Workshop Chairman

Shall be responsible for at least two workshops annually. Said workshops are to be conducted by noted artists and/or other professionals in the art field. Shall make arrangements for workshop space and fees; and shall assist with travel arrangements and other special considerations required by the workshop instructor subject to approval of the Board of Directors.

ARTICLE V – MEETINGS

Section 1. Membership Meetings

Regular meetings of the membership of the corporation shall be held on the first Friday of each calendar month with the exception of July and August. Meetings may be changed if the regular meeting date falls on a holiday or the regular meeting place is unavailable. Membership meetings are open to the public.

Section 2. Special Meetings

The President or five (5) Directors shall have the power to call Special Meetings of the members at any time, at the place that may be designated by the Board of Directors as the meeting place.

Section 3. Annual Meeting

The membership meeting held each year on the first Friday of June shall be deemed the annual meeting of the corporation at which time the election and installation of the Board of Directors shall occur.

Section 4. Programs

At all meetings of the membership, a program of instruction or entertainment pertaining to or related to the subject of art, in accordance with the organization's purpose, will be presented.

Section 5. Quorum

At meetings of the membership, thirty percent (30%) of the membership shall constitute a quorum for the transaction of any business.

At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business.

Section 6. Notification

The membership shall be informed of all general meetings at least one week in advance by the US Postal Service or Email.

Section 7. Board Meetings

A regular meeting of the Board of Directors shall be held each calendar month, except July. Board meetings are held the first (1st) week following the general meeting. The location for these meetings is decided each month. Any member of the corporation, after notifying the President, may attend meetings of the Board of Directors and may take part in discussions but shall not have a vote. The Board of Directors has the right to change the Board Meeting to a day and time more acceptable to the majority of the Board of Directors. Time and location of these meeting shall be published in the monthly newsletter.

ARTICLE VI – ELECTIONS

Section 1. Election of the Board of Directors

At the annual meeting in June of each year, the Board of Directors shall be elected and installed.

Section 2. Nominating Committee

The Nominating Committee shall be elected annually to be composed of five (5) corporation members in good standing.

2.1 Election

The Nominating Committee shall be elected annually to be composed of five (5) corporation members in good standing as follows:

- a. Two (2) persons plus one (1) alternate shall be elected by the Board of Directors from its own membership at the March meeting of said Board of Directors.*
- b. Three (3) persons plus one (1) alternate shall be elected from the membership at the April meeting.*
- c. Elected alternates to Nominating Committee SHALL SERVE ONLY in the event an elected member is unable to serve.*

2.2 Duties

Prepare a slate of officers and committee chairpersons for each Board of Director's position.

Present said slate to the May general meeting, at which time nominations from the floor may be made. However, the nominator must present to the President a statement of willingness to serve signed by the nominee. If there should be more than one candidate for a position, the candidates may leave the room and be voted on by a show of hands.

Section 3. Vacancies

Vacancies among the elected board members shall be filled by a majority vote of the Board of Directors remaining in office, though it could be less than a quorum. Such member so appointed shall hold office as a member of the Board until his term ends at the next regular election.

ARTICLE VII – STANDING RULES

The Board of Directors may adopt, each year, a set of standing rules for the administrative year, which shall have the same force and authority as if made a part of the Constitution and By Laws.

ARTICLE VIII – BY LAWS

By Laws may be adopted, amended, or repealed by the Board of Directors, subject always to the power of the membership to change or repeal such By Laws, or by the vote or written assent of a majority of members entitled to vote or by a vote of a majority of members at a meeting duly called for the purpose.

ARTICLE IX – RULES OF ORDER

Robert's Rules of Order (Revised) shall be the authority for all points not covered by these By Laws.

ARTICLE X – REPEAL

The adoption of this Constitution and By Laws shall constitute a repeal of the Constitution and By Laws heretofore in effect (amended March 28, 1963, November 1, 1990, September 9, 1992, March 3, 1993, September 17, 1996, OCTOBER 11, 2011, And August 17, 2015 and all parts thereof.

ARTICLE XI – BANK ACCOUNTS AND ASSETS

In the event of the dissolution of the corporation, it shall be the responsibility of the current President and Treasurer to ensure that all incurred debts are paid. Any remaining funds will be issued to Glendale Community College, Department of Visual Arts, for the creation of a scholarship fund in the name of Verdugo Hills Art Association, Inc.