

Bylaws of Fremont Art Association

Article I Name

The name of this organization is Fremont Art Association, hereinafter called the Association.

Article II Purpose

The purpose of this organization shall be to cultivate, promote and encourage the creation and appreciation of the arts within our community, and to provide programs for the members of the Association.

Article III Membership and Dues

Section 1. Membership. Membership shall be open to anyone age eighteen (18) and older, who is interested in furthering the purpose of this association.

Section 2. Honorary Membership. Honorary Membership shall be conferred by Board of Directors' action upon anyone contributing to the welfare of the Association in an exemplary manner. Dues are waived for Honorary Members.

Section 3. Active Members. Active members are members who are current with their dues and other fees, and can vote on matters that come before the general membership.

Article IV

Meetings

Section 1. General Membership Meetings. Regular general membership meetings of the Association shall normally be held monthly. Members shall be notified at least five (5) days before the meeting of any change to the time or location of the general membership meeting. Notice may be by electronic transmission and/or written notice posted in the gallery. A notice may also be posted in Local Color.

Section 2. Special Meetings. The dates and places of all special meetings will be designated by the Board of Directors or President. Notice will be given to all members at least three (3) days prior to the meeting date. Notice may be by electronic transmission and/or written notice posted in the gallery.

Section 3. Quorum at General Meetings. The active members present at a general meeting shall constitute a quorum for any business of the Association requiring approval of the full association membership.

Section 4. Frequency of Board Meetings. The Board of Directors shall meet at least ten (10) times a year. Notice may be by electronic transmission and/or written notice posted in the gallery. A notice may also be posted in Local Color.

Section 4. Quorum at Board Meetings. A quorum at a meeting of the Board of Directors shall be 50% of Directors plus one.

Article V

Conduct of Business

Section 1. Matters of Business. In all matters of business, anything not covered in the Bylaws shall be governed by Robert's Rules of Order.

Section 2. Expenditures of Funds. Expenditures of funds shall be made in accordance with the current policy in the FAA Policy Handbook. No officer or member shall obligate the Association to any major matter, as defined in the Policy Handbook, without the approval of the active membership.

All such obligations made by the Association must be made a matter of record in the official minutes of the Association.

Section 3. Policy Handbook. The Secretary shall keep a Policy Handbook which will contain rules including but not limited to membership, gallery use and operations, and financial policies.

Article VI

Board of Directors

Section 1. Term of Office. All Directors shall be elected by the general membership, or appointed by the Board, for a two-year term. Directors may serve for consecutive terms with approval of the Board.

Section 2. Number of Directors. The Board of Directors shall consist of at least five (5) and no more than fifteen (15) members in good standing of the Fremont Art Association.

Section 3. Election of Executive Officers. At their first meeting, the Board shall elect the Executive Officers from the Board of Directors, consisting of President, Vice-President, Secretary, and Treasurer.

Section 4. Compensation. No compensation shall be paid to Board members for their service to the Association. However, they may receive reasonable compensation for goods or services rendered and shall be paid for artwork sold through the Association.

Article VII

Nomination and Election of Board of Directors

Section 1. Nomination Committee. In September, a request for Nominating Committee members shall be sent by email to all FAA members in good standing. The Nominating Committee shall have two to three members. A former board member shall serve as Chair, if possible.

Section 2. Nominations. By September 30, the Nominating Committee shall request nominations for the Board of Directors by email from all active members in good standing. Nominations (the slate) shall be announced by email, by October 30. All nominees must agree to be on the ballot.

Section 3. Annual Elections. The Annual Election shall be held at the November General Meeting. The Chair of the Nominating Committee shall preside. Nominations may be made from the floor but all nominees must indicate their acceptance or rejection of the nomination prior to being on the slate.

Section 4. Vote Entitlement. All active members present at the November meeting shall be entitled to vote and there will be no voting by proxy.

Section 4. Tie Vote. In case of a tie vote for an office, balloting shall continue at the same meeting until the situation resolves itself.

Section 5. Installation. Newly elected directors shall be installed at the December meeting by a past President or his/her designated representative. (See Article VI for further explanation of Board terms.)

Article VIII

Officers and their Duties

Section 1. Vacancy in the Executive Officers. If a vacancy occurs in the Executive Officers, the President shall appoint a member to the Board to fill the vacancy until the next annual election. This appointment shall be subject to approval of the Board. If a member of the Board of Directors has three (3) unexcused absences within a calendar year that shall conclude their term of office.

Section 2. Duties of the President. The President shall:

1. Preside at all meetings of the Association and see that the Bylaws are enforced.

2. Be Chair of the Board of Directors.
3. Schedule meetings of the Board and post the agenda at least three (3) days prior to the meeting.
4. Delegate any other duties and responsibilities as the President sees fit within the confines of the Bylaws and State of California.

Section 3. Duties of the Vice-President. The Vice-President shall:

1. Assist the President in any way possible.
2. Carry out all duties of the President in the event that the President is unable or unavailable to perform those duties.
3. Systematically review the Bylaws every five (5) years and recommend any needed changes to the Board of Directors.

Section 4. Duties of the Secretary. The Secretary shall:

1. Keep a record of all proceedings of the Board and the Association.
2. Send the minutes from the previous meeting to all board members at least three (3) days prior to a meeting.
3. In the absence of the President and Vice-President, call the meeting to order and appoint a Chair pro tempore.
4. Receive correspondence, present it to the Board or the general membership, as necessary, and answer it as directed by the President.

Section 5. Duties of the Treasurer. The Treasurer shall:

1. Keep such books of accounts as may be necessary and required and /or oversee the keeping of such books
2. At least three (3) days prior to the board meeting, shall send (by email), or have sent, financial reports including but not limited to:
 - a. Monthly and YTD Income and Expense
 - b. Year-to-Date Balance Sheet
 - c. Income Statement
3. Deposit or delegate someone to promptly deposit (weekly) all receipts of money into the FAA checking account.

4. Draw all checks for payment of claims against the Association. Such checks must be signed by two (2) FAA officers.
5. Be accountable to the Board of Directors for all funds of the Association, and shall be bonded as directed by the Board.
6. Pay only those claims, other than recurring contractual obligations, approved by the Board of Directors (under \$500.00) or approved by the Association (\$500.00 and above).
7. Submit records to an audit committee as directed by the President.
8. The Treasurer shall work with the audit committee, as directed by the Officers.

Article IX

Amendments

Section 1. Making Amendments to Bylaws. Amendments to the Bylaws shall be made by notification of the proposed amendment to the members of the Association in the Local Color and by email submitted to the members the month prior to the Association's general meeting at which such amendments will be considered.

Section 2. Vote on Bylaw Amendments. Amendments to the Bylaws shall require a two-thirds (2/3) vote of all active members present at the Association meeting when the vote is taken.

Article X

General Government

Section 1. Conducting Business. The Board of Directors shall conduct all routine business of the Association and refer all major matters to the active membership for action at a regular general meeting of the Association. Major matters will be covered in the Policy Handbook.

Section 2. Board as Governing Body. The Board of Directors shall function as the governing body of the Association with the power delegated to it by the Bylaws of the Association. The decision of the Board of Directors shall be final unless appealed.

Section 3. Appealing a Board Decision. In order to appeal a decision of the Board of Directors, a petition must be signed by any ten (10) active members in good standing and presented to an officer of the Board who may call a special meeting of the Board of Directors to discuss the petition.

If the petitioners and the Board of Directors are unable to resolve the matter, the Board shall publicize the petition and schedule a special meeting for all active members of the Association in order to put the matter to a vote.

Active members desiring to speak must be allowed the floor prior to putting the issue to a vote. A two-thirds (2/3) majority vote of a quorum is necessary to sustain the appeal and override the Board's decision.

Section 4. Disposition of Assets. Disposition of the assets and properties in case of dissolution of the Fremont Art Association shall be the responsibility of the incumbent Board of Directors under the Bylaws governing such disposition.

Article XI

Fremont Art Association Gallery

Section 1. Establishment of an Art Gallery. The association and/or its members, have the authority to establish an art gallery.

Section 2. Operation of an Art Gallery. The gallery shall be operated by the members of the Association.

Section 3. Standard Operating Procedures and Operating Rules. The gallery shall develop and maintain a set of Standard Operating Procedures and/or Standing Rules to be filed with the Association and kept in the Policy Handbook.

Article XII

Use of F.A.A. Initials

The Fremont Art Association shall extend the privilege of its initials F.A.A. as a signature to those who have achieved the status of "Artist of the Year." This privilege shall be retroactive to 1973. Anyone abusing this privilege shall receive a reprimand from the Board of Directors.