

# ART GUILD OF PACIFICA BYLAWS

## ARTICLE 1 ORGANIZATION

### I. Name

ART GUILD OF PACIFICA, (Art Guild or AGP), is a taxable non-profit public benefit corporation under Section 501 (c ) (4) of the Internal Revenue Code.

### II. Mission

The AGP mission is to increase the awareness and appreciation of artists and their works.

## ARTICLE 2 OFFICES

### I. Principal Office

The principal office of AGP for the transaction of business is located at 1220 B Linda Mar Blvd., Pacifica, CA 94044. AGP may also have offices at such other places as its business may require and as the Board may, from time to time, designate.

## ARTICLE 3 BOARD MEMBERS

### I. Board Composition:

The Board is composed of a minimum of seven (7) and up to twelve (12) Members:

- A) Four (4) Officers: President (elected), Vice President (elected), Secretary (elected), and Treasurer (appointed)
- B) One (1) at-large Director (elected)
- C) The immediate past AGP Board President
- D) The current Sanchez Art Center (SAC) Board President

Additional Board appointments may be from existing Board Members and/or AGP Membership. The same person may hold any number of offices except that neither the Secretary nor the Treasurer may serve as the President.

- E) Communications Chair
- F) Membership Chair
- G) West Gallery Chair
- H) Two (2) Liaisons to the SAC Board

### II. Voting Board Members

The voting Board Members are listed in Section I above. A Board member may fill more than one position but will be entitled to only a single vote.

### III. Quorum of the Board

A quorum shall consist of a simple majority (more than 50%) of the Board Members listed in Section I above. If a quorum is not present, no resolutions or voting matters shall be considered by the Board

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other than a motion to adjourn. Resolutions resulting in a tie vote will be tabled until the following Board Meeting.

### **IV. Removal and Resignation of a Board Member**

Any Board Member may be removed, with or without cause, by a simple majority vote (more than 50%) vote of the total Board Membership, at any time.

A Board Member may resign at any time by giving written notice to the Board or to the President. Any such resignation shall take effect immediately.

### **V. Vacancy of a Board Member**

Any vacancy caused by resignation, removal, or death may or may not be filled, as the Board shall determine. A vacancy in any office other than that of President may be filled temporarily by the President's appointment until such time as the Board shall fill the vacancy. When filled, it shall be ratified by a simple majority (more than 50%) vote of the Board.

### **VI. Board Meetings**

Board Meetings shall have only Board Members in attendance. Any AGP Member who wishes to address the Board shall submit a request to the President to appear before the Board. The President shall place the requested appearance on the agenda at his/her sole discretion.

Board Meetings shall be held quarterly at a minimum. Meetings shall be held with Board Members physically present, or may be virtual (e.g. telephone, email, web conference) when the President determines it is necessary.

## **ARTICLE 4 DUTIES OF BOARD MEMBERS**

### **I. General duties of all Board Members include but are not limited to:**

- A. Be an AGP Member in good standing.
- B. Be knowledgeable of their Board roles and responsibilities.
- C. Be knowledgeable of and supportive of the mission and activities of AGP.
- D. Attend and contribute to Board Meetings.
- E. Contribute to Board activities at the direction of the President.
- F. Serve as voting Board Member as designated in Article 3.
- G. Report their activities to the Board and General Membership at the direction of the President.

### **II. Duties of the President**

The President shall be the chief elected officer. The President or designee shall:

- A. Preside as Chair at all regular and special meetings of the Board and General Membership.
- B. Have the right to call special meetings of AGP Membership and of the Board.

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- C. Represent AGP to the SAC Board and in external communications and meetings with the public or other organizations as required of the Board.
- D. Identify the expertise required for Board positions and provide orientation to fulfill the responsibilities.
- E. Appoint the following voting Board positions from the Board or AGP Membership with Board approval at the first meeting after taking office:
  - 1) Treasurer
  - 2) Communications Chair
  - 3) Membership Chair
  - 4) West Gallery Chair
  - 5) Two (2) AGP Liaisons to the SAC Board
- F. Appoint non-voting non-Board positions from the Board or AGP Membership at any time necessary to conduct the business of the organization, and with Board approval, e.g. :
  - Elections Chair
  - Galleria Chair
  - AGP Annual Membership Exhibition Coordinator
  - Bylaws Committee Chair
- G. Approve AGP documents as necessary including reports required by law (e.g. tax returns and corporation reports).
- H. Be an ex-officio member of all Committees.

### III. Duties of the Vice President

The Vice President shall assist and collaborate with the President as necessary including performing activities of the President when the President designates.

### IV. Duties of the Secretary

The Secretary shall maintain adequate AGP records (e.g. Board Meeting Minutes, General Membership Meeting Minutes, Committee reports to the Board, and Bylaws). These records shall be available in the principle office of AGP.

### V. Duties of the Immediate Past President

The immediate past President shall provide historical perspective and guidance from his/her previous tenure to the Board.

### VI. Duties of the SAC Board President

The SAC Board President shall represent the interests of the SAC Board to the AGP Board, and communicate items of interest from the AGP Board to the SAC Board.

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### VII. Duties of the Treasurer

The Treasurer shall:

- A. Maintain adequate books and records of AGP finances including debits, credits, financial activity, and budget.
- B. Provide any reports required by law as directed by the President.

### VIII. Duties of the Communications Chair

The Communications Chair shall:

- A. Manage and/or contribute AGP communications to AGP Membership and public as directed by the President, e.g. any newsletter, mailings (email, surface), website postings (AGP, social media.)
- B. Provide notice of AGP General Membership meetings and activities requiring member voting as required by the Board, the law (e.g. annual report), and these Bylaws.

### IX. Duties of the West Gallery Committee Chair

The West Gallery Committee Chair shall supervise and coordinate the activities of the West Gallery at SAC.

- A. Liaison with the SAC Executive Director and staff to coordinate exhibitions.
- C. Propose AGP exhibit themes to the AGP Board for approval.
- D. Supervise the receipt, hanging/installation, and return of artwork.

### X. Duties of the Membership Chair

The Membership Chair shall:

- A. Maintain names and addresses of record for AGP Membership.
- B. Provide the AGP Membership list at the direction of the President for AGP business, i.e. voting, exhibitions.
- C. Manage the Membership renewal process.

### XI. Duties of the AGP Board Liaisons to the SAC Board

The Liaisons shall represent the interests of the AGP Board on the SAC Board, and communicate items of interest from SAC Board Meetings to the AGP Board. Appointments will be in compliance with the SAC IRS Rulings and Bylaws.

## **ARTICLE 5 GENERAL DUTIES OF NON-BOARD POSITIONS**

I. General duties of all appointed non-Board positions include but are not limited to:

- A. Be an AGP Member in good standing.
- B. Be knowledgeable of their roles and responsibilities.
- C. Be knowledgeable of and supportive of the mission and activities of AGP.
- D. Act in an advisory capacity without voting authority on the Board.

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- E. Manage the designated activities as directed by the President.
- F. Report their activities to the Board and General Membership at regular intervals and as requested by the President.

### ARTICLE 6 ELECTIONS

#### I. Nominations

The Elections Chair shall:

- A. Solicit nominations for the elected Board from AGP Membership by one or more methods (e.g. General Membership Meeting, newsletter, electronic mail, surface mail). No one on this Committee shall be a candidate running for the Board.
  
- B. Obtain written confirmation of approval from nominees prior to providing a recommended slate to the current Board for approval.

#### II. Board Term of Office

The President, Vice President, Secretary, and one (1) at-large Director shall be elected annually for a one (1) calendar year term beginning with the first Board meeting in the first quarter (3 months) after the elections.

The President, Vice President, and Secretary term of office shall be limited to two (2) consecutive years.

Board Members shall hold office to the end of the calendar year in which they were elected or appointed, as specified in these by-laws, or until his or her successor is elected.

#### III. Election Procedure

The Elections Chair shall direct and supervise the annual Board election in the last quarter of the calendar year, or as soon as possible in the first quarter of the next calendar year.

AGP Membership shall be notified of the approved nominations at least 30 days prior to the election date by reasonable effort of one or more methods (e.g. General Membership Meeting, newsletter, electronic mail, surface mail).

Election shall be determined by simple majority (more than 50%) vote of the AGP Membership who vote in that election. The election may be conducted by mail-in ballot, secret paper ballot at a general membership meeting, or electronic voting under conditions established by the Board.

The election for an uncontested slate shall be ratified by acclamation ('show of hands') of AGP Membership, either at a General Membership Meeting or through an electronic voting procedure.

Each AGP Member qualified to vote is entitled to one (1) vote for each office.

If AGP distributes any written election material for any nominee for Officer at AGP's expense, it shall provide the same material at its expense for any other nominee.

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## **ARTICLE 7 AGP GENERAL MEMBERSHIP MEETINGS**

- I. General Membership Meetings shall be held at least annually, or more frequently as needed, at the principal office of AGP or at such other place or places as may be designated from time to time by resolution of the Board.
- II. General Membership Meetings are open to the public.
- III. AGP Membership shall be notified of the General Membership Meeting and agenda at least 30 days in advance by reasonable effort by one or more methods (e.g. a general membership meeting, newsletter, electronic mail, surface mail).
- IV. General Membership Meetings shall focus on the education, support and encouragement of professional advancement and recognition of artists and their work, and AGP business as needed.
- V. General Membership Meetings shall be conducted in an orderly fashion. The President or designee shall preside and have the sole discretion to expel an attendee from the meeting if necessary.

## **ARTICLE 8 AGP MEMBERSHIP**

- I. AGP Membership shall be open to anyone interested in the mission of AGP.
- II. Active AGP Members in good standing (e.g. current dues paid in full) may participate in AGP activities and privileges including voting on AGP business. AGP Membership rights shall not be transferred to another.
- III. AGP Members are encouraged to be knowledgeable of and supportive of the mission and activities of the AGP, volunteer to serve in AGP roles furthering AGP's mission, and vote in Board elections and other General Membership business actions.
- IV. Any action which affects AGP General Membership as a whole (e.g. annual election of Officers, changes to the Bylaws, changes to the annual dues) will be determined by a simple majority (more than 50%) vote of AGP Members in good standing at the time of voting.
- V. Voting may be conducted by mail-in ballot, secret paper ballot at an AGP Membership meeting, or electronic voting under conditions established by the Board and carried out by the position designated by the President.
- VI. Each AGP Member qualified to vote is entitled to one (1) vote for each office or issue.
- VII. The AGP Membership list shall be used only for AGP business upon approval of the President.

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## **ARTICLE 9**

### **TERMINATION OF AGP MEMBERSHIP**

- I. AGP Membership shall terminate upon the occurrence of any of the following events:
  - A) The Member's death.
  - B) The Member's notice of termination delivered to the President or Secretary personally or by mail, effective the date of delivery.
  - C) Determination by a simple majority (more than 50%) vote of the Board to expel the Member due to conduct materially and seriously prejudicial to the interests or purposes of AGP.
  - D) The Member's failure to pay annual dues by the renewal due date on record with the Membership Chair, effective immediately.
  
- II. Procedure for Expulsion

Upon determination that a Member should be expelled under Section I above:

  - A) A notice shall be sent by certified mail to the last known address of Member indicating the expulsion decision, reasons, and opportunity for a Board hearing. This notice shall be sent at least thirty (30) days before the proposed effective date of the expulsion.
  
  - B) The Member being expelled shall have the opportunity to be heard, either orally or in writing, at a hearing not less than ten (10) days before the effective date of the proposed expulsion. The hearing will be held by a quorum of the Board in accordance with the Board voting rules in these Bylaws. The Member is allowed one support person to appear at the hearing.
  
  - C) Following the hearing, a simple majority (more than 50%) vote of the Board shall determine whether or not the Member should be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

## **ARTICLE 10 BYLAWS**

- I. Bylaws shall be reviewed annually by the President or designee.
- II. Changes to the Bylaws shall be approved by the Board then presented to AGP Membership at least 30 days prior to voting as described in Article 8. Changes become effective upon AGP Membership approval.

## **ARTICLE 11 DEDICATION-DISSOLUTION CLAUSE**

- I. The property of AGP is irrevocably dedicated to educational purposes. No part of the net income or any assets of AGP shall ever inure to the benefit of any Board Member, appointed Non-Board Positions, or AGP Member thereof or to the benefit of any private persons.
  
- II. Upon dissolution or winding up of AGP assets remaining after payment, or provision for payment of debts and liabilities of AGP shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for educational purposes, and has established its status under Section 501 (c) (3) of the Internal Revenue Code.

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## ARTICLE 12 FISCAL YEAR

### I. Accounting

The annual accounting period shall end on December 31 of each year.

Membership Approval	Summary of Changes
Pending	<ul style="list-style-type: none"> <li>• Updated to reflect current status and practices:               <ul style="list-style-type: none"> <li>○ Added:                   <ul style="list-style-type: none"> <li>▪ Taxable non-profit public benefit corporation under IRS 501 (c )(4)</li> <li>▪ Liaisons to SAC Board</li> <li>▪ Option for electronic communication to membership</li> <li>▪ Option for voting at general membership meeting</li> <li>▪ More description of roles and responsibilities</li> </ul> </li> <li>○ Revised:                   <ul style="list-style-type: none"> <li>▪ West Wing to West Gallery</li> <li>▪ Administrative edits</li> </ul> </li> </ul> </li> <li>• New:               <ul style="list-style-type: none"> <li>○ Added:                   <ul style="list-style-type: none"> <li>▪ Option for virtual Board Meeting and Board vote</li> <li>▪ Option for electronic voting</li> <li>▪ Annual Board review of Bylaws</li> <li>▪ Summary of Changes</li> </ul> </li> <li>○ Revised:                   <ul style="list-style-type: none"> <li>▪ Elected Board from seven to four</li> <li>▪ Timing of voting for Board to align the term with fiscal and membership calendar year</li> <li>▪ Membership termination due to lack of renewal from 30 days after due date to effective immediately</li> </ul> </li> </ul> </li> </ul>
Jan. 15, 2011	<ul style="list-style-type: none"> <li>• Revised Article 6 Section III Election Procedure: added 'voice vote...an uncontested election for Officers ...'</li> </ul>
Oct. 7, 2003	

AGP President \_\_\_\_\_  
Name/Signature/Date

AGP Vice President \_\_\_\_\_  
Name/Signature/Date