

By-Laws of Elysian Valley Arts Collective.

*As recommended for discussion and adoption on
April 1, 2010.*

ARTICLE I Name, Objectives and Organization

Section 1. NAME

The name of this organization is the Elysian Valley Arts Collective.

Section 2, OBJECTIVES

This Association is an educational and professional Association formed to promote the arts and the profession of those arts in Elysian Valley, CA.; to organize and manage the Frogtown Artwalk, a yearly self-guided tour of the artist/artisans' studios in Elysian Valley; to promote knowledge of, and to stimulate interest in and appreciation of the creative arts in the community; and to encourage interest in the arts for our youth.

Section 3. ORGANIZATION

This Association is a non-profit, incorporated Association organized on the 28th of September, 2008.

The government of the Association shall be by the members in regular meetings, and by the Board, as respectively provided in the By-laws.

ARTICLE II Membership

Section 1. THE ASSOCIATION BODY

The Association shall consist of three classes of membership: (1) Artist/Artisan, (2) Patron, and (3) Honorary. Being a Patron Member does not preclude being an Honorary Member or vice versa.

Section 2. ARTIST/ARTISAN MEMBERS

Any person actively engaged in producing art works, whether a resident of Elysian Valley or not, may become a member by (1) Filling out application forms supplied by the Membership Committee; (2) Paying any fees at the time of the application; (3) Being accepted by a majority vote of the Membership Committee, and (4) Paying annual dues.

The Board reserves the right to invite any artist/artisan to become an artist/artisan member of the Association and may waive the usual stipulations except for (5).

Any Artist/Artisan Member will be automatically dropped from membership rolls upon failure to pay dues.

Any person who has ever been an Artist Member may reinstate lapsed membership, provided dues for the current year, plus dues for the previous year, are paid by October 1.

Section 3. PATRON MEMBERS

Any individual or organization interested in fostering the objectives of this Association may become a Patron Member by contributing annually such sums as may be directed by the Board. Any individual Patron Member may attend, participate in discussion, and vote in all meetings of the Association.

Section 4. HONORARY MEMBERS

Any person whom the Board wishes to honor may be made an Honorary member by action of the Board.

Honorary Membership of any person so elected by the board shall continue in effect until termination by action of the Board or

until such person resigns, whichever is earlier, or the term of which such membership shall last may be fixed and limited in the vote creating such particular membership and at the expiration of such term, the membership shall terminate.

Honorary Members shall not be entitled to vote, shall not be eligible for election as a Director, or as an Officer of the Association but may serve upon Committees if appointed by action of the Board. Honorary Members shall not be entitled to exhibit at the exhibitions of the Association. These restrictions do not apply to Honorary Artist members, who have the full rights of all artist members of the Association.

Honorary Members shall not be subject to membership dues, assessments, or other payments, but shall pay only for and if and when availing themselves of social or other privileges for which a charge is made to other classes of member and/or the public, unless such Honorary Members are invited as guests and/or the charge is waived pursuant to action of the Board, in any given cause, from time to time.

ARTICLE III The Officers

Section 1. THE OFFICERS

The Officers of this Association shall be a President, a Vice President, a Secretary, and a Treasurer, all to be elected at the Annual Meeting. Terms of office to be two years. The president and vice president to be elected in alternate years to commence with 2009 election. The President, upon expiration of his/her term of office, may be nominated to a Director's position in order to provide continuity.

The President and the Vice President shall serve no more than three (3) consecutive terms. No person may hold more than one office at the same time. The Patron Members on the board shall never constitute a majority of the Board, and the offices of President and Vice President shall not be held by Patron Members.

Section 2. THE NOMINATING COMMITTEE

A Nominating Committee of three members shall be appointed by the President at least a month before the Annual Meeting of the Association. The Board may submit recommendations for this Committee. The duty of the Committee is to nominate a slate of officers and directors, and post such slate at the Association's headquarters for two weeks prior to the Annual Meeting.

Section 3. ELECTION

The election of Officers and Directors shall take place at the Annual Meeting of the Association. The nominating committee shall at this time present its slate, and additional nominations may be made from the floor.

Section 4. VACANCIES

Vacancies in any of the offices due to death, resignation, or other inability to serve shall be filled by action of the Board, the person thus elected to hold office for the unexpired term.

Section 5. PRESIDENT

The duties of the President shall be to represent the Association in an official capacity. The President shall be *ex-officio* a member of all standing committees; and shall have such powers as normally pertain to the office of President. The President shall also preside at meetings of the Association and of the Board, and appoint Committee Chairpersons.

Section 6. VICE PRESIDENT

The Vice President assumes the duties of the President when the President is unable to perform the duties of his/her office. Other duties of the Vice President shall be designated by the Board.

Section 7. SECRETARY/TREASURER

The duties of the Secretary shall be to keep the minutes of all meetings of the Association and of the Board; to issue calls for meetings; to keep roll of the membership; supervise the balloting at all elections and to perform such other functions that are incidental to the office or may be assigned by the Board.

Section 8 . TREASURER

The duties of the Treasurer shall be to collect and receive all money due the Association, to be custodian of the funds received and disburse the same only upon the order of the Board or such persons as the Board may designate to authorize specified disbursements. The Treasurer shall present an annual report to the Association, periodical financial statements to the Board, and provide for an annual audit of the books of the Association.

**ARTICLE IV
The Board**

Section 1. MEMBERSHIP

The Board shall consist of the four officers plus seven (7) Directors, to be elected from any of the Artist/Artisan, Honorary Artist/Artisan, or Patron members,

Section 2. FUNCTIONS AND DUTIES

The Board shall manage, direct, control, and administer the property, affairs and business of the Association, and shall act as the custodian of its properties and interests.

The Board shall put into effect all general policies, directions and instructions adopted at a meeting of the Association, and shall not subvert or nullify any action taken thereat or take any action in conflict therewith.

The Board shall have the power to establish any special or standing Committees, and to hire or discharge employees of the Association.

The Board shall assure that a full report in writing is presented at each meeting of the Association, setting out therein the conditions and the interests of the Association and its activities and accomplishments and shall make such recommendations to said meeting as it deems fit and proper.

Section 3. TERMS OF OFFICE

The term of office for each director shall be three years.

Section 4. MEETINGS

Meetings of the Board shall be held as needed to carry on the business of the Association. A majority of the Board shall constitute a quorum, and all actions shall be by Majority vote. Unexcused absence from three consecutive meetings constitutes grounds for dismissal from the Board.

Section 5. VACANCIES

In case of a vacancy, the Board may fill the vacancy until the next Annual Meeting.

**ARTICLE V
Meetings of the Association**

Section 1. REGULAR AND SPECIAL MEETINGS

The regular Annual Meeting of the Association shall be held once a year, the date to be determined by the Board. This meeting shall be held to hear reports of the Officers and Chairpersons of the Standing Committees, to elect Officers and Directors, and to transact any business which may come before the membership. The Board shall set the time and place of this regular Annual Meeting and may call a special meeting at any time, provided members are notified by mail at least two weeks in advance of such meeting. All meetings shall be conducted in accordance with "Robert's Rules of Order," as reference and final authority for procedural management.

Section 2. QUORUM

A quorum of twenty-one (21) voting members shall be necessary for the transaction of business.

**ARTICLE VI
Salaries**

Section 1. SALARIES

This is a volunteer based association and until the size of the membership body grows to a size that is unmanageable by volunteer staff there will be no salaried employees. The Association can revisit the need for salaried employees at the Annual Meeting. If there is a time that it is deemed salaried employees are necessary there will be guidelines to hiring and establishment of the salary amount which must be approved by the Board.

ARTICLE VII
Amendment

(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose

Section 1. AMENDMENT

These By-Laws may be amended at any regular or special meeting of the membership, provided that a notice in writing of the proposed change or changes has been given to the membership at least two weeks in advance of such meeting.

ARTICLE VIII
Dues

Section 1. Dues

The Dues of this Association shall be determined by action of the Board. Notices for renewal of membership in the Association must be mailed by August 1st. Dues must be paid by October 1st. Any artist member failing to reinstate membership within one year will be required to bring past dues up to date or be rejuiced to reinstate membership privileges.

Section 2. Exemption

All artist members, on reaching the age of seventy (70), will be exempt from paying yearly dues. This does not negate the privileges of exhibiting their works or serving on the Board.

ARTICLE VIII
Distribution of Assets
Upon Dissolution of the Association

Section 1.

In the event of the dissolution of this Association all assets belonging to the Association, of whatever kind or description, shall be transferred to and become the property of the Friends of the LA River (FOLAR). If FOLAR is not in existence, the assets shall revert to the Hardin Jardin Community Garden.

Alternate possible text for this section:

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)