

# **CONSTITUTION AND BY-LAWS OF THE LAGUNA WOODS ART ASSOCIATION**

## **ARTICLE I..... AIMS AND PURPOSES**

The Laguna Woods Art Association is conceived and organized as a nonprofit cultural association for the purposes of:

1. **Fostering the highest possible appreciation of any and all media.**
2. **Encouraging and inspiring its members toward maximum creative efforts in the arts.**
3. **Encouraging acceptance of original artistic endeavors of its members.**

## **ARTICLE II..... MEMBERSHIP**

Membership shall be composed of TWO classes, Regular and Associate, and shall be open, subject to approval of the Executive Board, to all residents of Laguna Woods Village interested in the creation, encouragement and appreciation of any and all forms of art.

None other than a household member of any Regular member may become an Associate member. They are not considered a guest at social events or General Meetings. Associate members have no vote, no exhibiting or sales privileges.

## **ARTICLE III..... GOVERNMENT**

1. **The organization shall be governed by an Executive Board consisting of the elected officers, the Directors and the Chairpersons of the Standing Committees, all being active members.**
  - a. **Elected officers are as follows:  
PRESIDENT, VICE PRESIDENT, RECORDING SECRETARY, CORRESPONDING SECRETARY, TREASURER AND SIX DIRECTORS.**
  - b. **The six directors shall be elected to serve a three-year term, two of which shall be elected every year.**
  - c. **The Immediate Past President shall be a director and shall be entitled to vote. In the event that the Immediate Past President is unwilling or unable to serve, the President shall appoint a replacement from any of the available past Presidents who have served during the prior three years.**

**If the President is unable to find a replacement, the Board position shall remain unfilled for that year and the position shall not be counted for the purpose of determining a Board Quorum.**
  - d. **All elected officers except Directors and all appointed Committee Chairmen shall serve for a ONE-YEAR TERM, unless reelected or reappointed.**
2. **The Executive Board is empowered to conduct and manage the affairs and business of the organization, to call special meetings of the members, and to call such meetings upon the request of eight of the members of the Board, and to make Standing Rules and Regulations consistent with the will of the majority of the Association Regular Members.**

3. **A Quorum of the Executive Board shall be a simple majority of board members.**
4. **The President shall have no vote except in the breaking of a tie vote of the Board.**
5. **The EXECUTIVE BOARD at the JUNE Board Meeting of each year, shall elect a Nominating Committee consisting of five Regular members of the Association who have previously been contacted and agreed to serve.**
6. **The Nominating Committee shall be chaired by an appointee of the President. The Chairperson shall present a slate of proposed new officers, and two directors who have been approved by the nominating Committee, to the Membership at the regular October meeting for election.**
7. **Those officers and directors elected are to function as of January 1.**

## **ARTICLE IV..... OFFICERS**

### **PRESIDENT**

1. **The President shall preside at all meetings. If unable to act, such meetings shall be presided over by the Vice-President or a Director.**
2. **He/She shall sign as President all contracts and other instruments in writing which have first been approved by the Executive Board.**
3. **He/She shall call the Executive Board together monthly except July and August and whenever necessary and shall be subject to its advice when directing the affairs of the organization.**
4. **The President shall have the right to appoint an officer, director or committee chairperson to fill a vacancy for an unexpired term, providing the appointee is a member in good standing.**

### **VICE PRESIDENT**

**The Vice President shall preside at any and all meetings where the President is unable to do so. He/She shall render all necessary assistance to the President in any and all endeavors of the Association.**

### **RECORDING SECRETARY**

**The Recording Secretary shall keep a record of the proceedings of the Executive Board meetings and of the Membership Meetings. The Minutes of the Membership meetings and Board meetings shall be approved by the Executive Board.**

### **TREASURER**

**The Treasurer shall receive all funds of the organization and deposit them in a bank approved by the Board, and shall serve without bond. He/She shall pay from the funds of the organization all just debts and necessary operating expenses as directed by the Executive Board. He/She shall keep proper account books and shall submit a complete record of all transactions pertaining to receipt of and disbursement of**

**funds. An Auditor shall review the books at the end of the fiscal year and that report will be presented to the Board at the February Board meeting**

**The FISCAL YEAR of the Association shall end DECEMBER 31 of each year.**

**All checks must be signed by TWO of the following FOUR officers: Treasurer, President, Vice-President, or Recording Secretary.**

### **CORRESPONDING SECRETARY**

**The Corresponding Secretary shall be responsible for the Association correspondence and special notices as directed by the President.**

### **ARTICLE V..... STANDING COMMITTEES**

**The following Standing Committee Chairpersons shall be appointed by the President to serve starting January 1.**

<b>Bus Trips</b>	<b>Policy/Parliamentarian</b>
<b>Exhibits Coordinator</b>	<b>Program</b>
<b>Art Study Committee</b>	<b>Publicity</b>
<b>Membership/Roster</b>	<b>Special Events</b>
<b>Brushstroke</b>	<b>Library</b>
<b>LWAA Web Site</b>	<b>Mat Cutting</b>
<b>Art Studio Head Supervisor</b>	

### **ARTICLE VI.....AUDITOR**

**The Auditor shall be appointed by the Executive Board for the purpose of auditing account books and records of receipts and disbursements annually. The auditor shall not be a member of the Executive Board.**

### **ARTICLE VII..... MEMBERS MEETINGS**

**The ANNUAL VOTING MEETING of the Association shall be held at the regular monthly OCTOBER MEETING for the purpose of electing officers. The regular monthly meetings of the membership shall be for the purpose of social and educational endeavors and for such business announcements as may be deemed necessary by the President or presiding officer. At Membership meetings, a quorum shall be a simple majority.**

### **ARTICLE VIII..... VOTING**

**At all Association meetings each Regular member shall be entitled to one vote.**

**The slate of candidates for office to serve during the following calendar year shall be published not later than the date of issuance of the OCTOBER NEWS BULLETIN, BRUSHSTROKE. At the OCTOBER meeting, additional nominations may be made from the floor. Should there be two or more candidates for**

**the same office; a ballot vote shall immediately be taken. If there is no contest, a voice vote shall be sufficient.**

## **ARTICLE IX..... VISITORS**

**Members are privileged to invite visitors to the Association meetings. Such visitors shall pay a donation as determined by the Executive Board.**

## **ARTICLE X..... APPLICATION FOR MEMBERSHIP**

**Membership will be confirmed by completion of the membership form and receipt of annual dues.**

## **ARTICLE XI..... DUES**

**The annual dues shall be an amount determined by the Executive Board, Payable in JANUARY of each year.**

## **ARTICLE XII..... DEMONSTRATING FEES**

**When a professional artist appears at a regular meeting for the purpose of demonstrating for a fee, the fee shall be determined by the Elective Board.**

## **ARTICLE XIII.....POLICY/PARLIAMENTATIAN**

**A policy Committee shall be appointed by the President to make recommendations to the Executive Board for needed constitutional changes and other matters of policy. A Chairperson shall be appointed by the President and he/she shall act as Policy/Parliamentarian for the Association.**

## **ARTICLE XIV.....DISSOLUTION**

**In the event of dissolution of this Association, within sixty days of the final audit, all funds except those moneys necessary for covering every and all existing expenses, shall, upon approval of the Executive Board, be turned over to a scholarship committee of an acceptable nonprofit education institution in Orange Country for the express purpose of financing scholarships in the field of Art.**

## **ARTICLE XV.....AMENDMENTS**

**Provided proposed amendments have been published in the monthly bulletin of the Association, or by the Laguna Woods Globe immediate prior to voting. The constitution and these by-laws may be amended by two-thirds majority of the eligible members present and voting at the Association general membership meetings.**