

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

**These changes we made and voted on at the October 23, 2023 General Meeting.
Changes are in RED**

ARTICLE I..... AIMS AND PURPOSES

The Laguna Woods Art Association is conceived and organized as a nonprofit art education 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 CHANGED

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.

Membership shall be open to all residents of Laguna Woods Village interested in the creation, encouragement, and appreciation of any and all forms of art. All fully paid members are eligible to vote, exhibit paintings, participate in sales events, take classes and check out books from the studio art library.

ARTICLE III..... GOVERNMENT -Clarifications

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. Two directors shall be elected each year, to serve a rotating 3-year term.
 - c. The Immediate Past President shall be a director, be entitled to vote and serve for one year. In the event that the Immediate Past President is unwilling or unable to serve, the President shall appoint a replacement. 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 Chairpersons shall serve for a ONE-YEAR TERM, unless reelected or reappointed
 - e. For voting purposes, the executive board, the directors and all committee chairperson should attend board meetings and be entitled to one vote.
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 May 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. The slate of candidates for office to serve for the following calendar year shall be published to the membership no later than the issuance of the latest September “**Brushstroke of the Week**”.
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 with the longest time on the board.
2. The President shall sign all contracts and other instruments in writing which have first been approved by the Executive Board.
3. **The President shall sign on all organization checks in an emergency situation.**
4. The President The President 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.
5. 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. Directors are appointed with the expectation that each director is responsible to chair one of the standing committees as outlined in ARTICLE V STANDING COMMITTEES and coordinated by the President.

VICE PRESIDENT

The Vice President shall preside at any and all meetings where the President is unable to do so. The Vice President shall render all necessary assistance to the President in any and all artistic projects and programs developed by 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. The Treasurer shall pay from the funds of the organization all just debts and necessary operating expenses as approved by the Executive Board. The Treasurer shall keep proper account books and shall submit a complete record of all transactions pertaining to receipt of and disbursement of funds. All checks must be signed by the Treasurer **and the President when deemed necessary..**

CORRESPONDING SECRETARY

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

ARTICLE V..... STANDING COMMITTEE CHAIRPERSONS

The following Standing Committee Chairpersons, who coordinate the Membership benefits, shall be appointed by the President to serve starting January 1 and end December 31 of each year. Each Chairperson should attend Board meetings monthly to report any currently planned or ongoing activities.

The following list has been augmented to include more volunteers for the positions.

Art Demonstration Coordinator(s)

Art Studies/Workshop Coordinator(s)

Art Studio Lead Supervisor(s)

Art Studio Manager

Brushstroke/Globe Editor(s)

Bus Trips

Exhibits

Fundraising Coordinator(s)

Librarian(s)

Mat Cutter(s)

Membership

Receptions

Webmaster

ARTICLE VI.....AUDITOR

The independent Auditor/Accountant shall be hired by the Executive Board at the end of the fiscal year, ending December 31, for the purpose of auditing account books and records of receipts and disbursements annually. The report will be presented to the Board prior to April 30th of each year. The auditor shall not be a member of the Executive Board.

ARTICLE VII..... MEMBER MEETINGS

The ANNUAL VOTING MEETING of the Association shall be held at a 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 of members present at the meeting.

ARTICLE VIII..... VOTING – Information under voting has been clarified.

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

The slate of proposed candidates for office, to serve during the following calendar year, shall be published not later than the date of issuance of the last **September “Brushstroke of the Week”**, including an opportunity for additional candidate suggestions. If a regular member wishes to propose a candidate the member must notify the nominating committee by the middle of September. **At the OCTOBER meeting the newly proposed board will be approved by a show of hands with a simple majority winning.**

ARTICLE IX..... APPLICATION FOR MEMBERSHIP

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

ARTICLE X..... DUES

The annual dues shall be an amount determined by the Executive Board, payable on an annual basis from the date they join the Association.

ARTICLE XI..... DEMONSTRATING FEES

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

ARTICLE XIII..... POLICY/PARLIMENTARIAN

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 to act as Policy/Parliamentarian for the Association.

ARTICLE XIV..... DISSOLUTION – CHANGES

In the event of dissolution of this Association, within sixty days of the final audit, all funds except those monies necessary for covering existing expenses, shall, upon approval of the Executive Board, be turned over to an acceptable non-profit organization in Orange County.

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 - clarification

Any proposed amendments will be published in the **“Brushstroke of the Week”**, or by emails to the Association prior to voting at the following monthly membership meeting. 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.