

CONSTITUTION AND BYLAWS OF ORANGE ART ASSOCIATION
A California Not-for-profit Corporation

ARTICLE I - NAME AND GOALS OF THE ORGANIZATION

The name of this organization is the Orange Art Association. The primary goals of Orange Art Association are to foster a better understanding of fine art by the public, to encourage students to pursue art as a career through our scholarship program, and to continually challenge our members to strive for excellence and fulfillment. This organization shall abide by the Articles of Incorporation of Orange Art Association.

ARTICLE II - MEMBERS

Section 1- Admission to membership

Any person eighteen years of age and over may become a member upon filling out the membership form and paying the dues set by the Board of Directors of Orange Art Association.

Section 2- Members rights

Each member is entitled to one vote and no member shall vote or act by proxy. Voting at meetings shall be by voice unless otherwise specified by the Board of Directors. All rights of a member shall cease on termination of membership. No member of Orange Art Association shall be personally liable for the debts, liabilities, or obligations of Orange Art Association.

Section 3- Expulsion

Any member who fails to pay dues within thirty days of the time they are due, shall automatically be terminated. Any member may be suspended or expelled for cause by a three-fourth vote of the Board of Directors at any regular or special meeting of the board. Reinstatement may be one year after termination of membership.

Section 4- Quorum

A quorum of the membership is a majority of the members present.

ARTICLE III - OFFICERS

Any member of Orange Art Association may serve as an officer. Officers shall consist of a Board of Directors

comprising a President, Vice President, Secretary, and Treasurer. There may be additional Vice Presidents, Assistant Secretaries, or Assistant Treasurers. One person may hold two or more offices, except those of President and Secretary. Each of these officers shall keep and pass along a procedure book of the duties and activities of that office. Directors shall serve without compensation, except that they shall be allowed and paid their actual and necessary expenses incurred in attending Directors' meetings and/or fulfilling official business.

Section 1 – Election and Term of office

The Board of Directors shall be elected annually and shall hold office until resignation, death, removal, or until a successor is assigned.

Section 2 – Vacancy

Any vacancy shall be filled by a majority vote of the Board of Directors for the unexpired term.

Section 3 – Duties of officers

3.a The President shall supervise the affairs, perform all duties, and preside at all meetings of the members, and is, ex officio, a member of all standing committees of Orange Art Association

3. b The Secretary shall keep minutes of all meetings of the Board of Directors, recording the time and place of holding, the names of those present, the proceedings thereof, and be custodian of the records and seal of Orange Art Association.

3. c The Secretary shall deposit all funds in the name of Orange Art Association in such financial institutions as shall be selected by the Board of Directors, shall disperse the funds as directed by the Board, shall keep adequate and correct accounts of the transactions, shall exhibit at all reasonable times the financial records to any Director or voting members. The Treasurer and President shall prepare an annual budget for approval by the Board of Directors.
The books of account shall have a regular audit.

Section 4 Standing and Special Committees

The President and/or the Board of Directors may appoint chairs for membership, Newsletter, Publicity, Hospitality, Education, Exhibition, Historian, Workshop, Membership Competition, Nominating, and any other chairs the Board

deems necessary. Each chair shall report to the Board of Directors as requested, and keep a procedure book of the duties and activities of that office.

4. a) Membership chair shall encourage growth of Orange Art Association and maintain accurate membership records of the same, provide printed address labels to the newsletter each month of accurate updated membership list.

4. b) Newsletter chair shall prepare and distribute a newsletter to the membership.

4. c) Publicity chair shall prepare and distribute press releases about Orange Art Association activities.

4. d) Hospitality chair shall have host duties and supervise refreshments for the meetings.

4. e) Program chair shall arrange for artist demonstrators for the membership.

4. f) Exhibit chair shall supervise shows and exhibits and shall select jurists for juried shows to meet with the approval of the Board of Directors.

4. g) Historian chair shall keep a record of the activities and publicity of Orange Art Association.

4. h) Workshop chair shall arrange for workshops for the membership.

4. i) V.P. Monthly Competition chair shall supervise, keep records, and purchase ribbons and awards for the monthly members' art competitions.

4. j) A Nominating Committee shall be selected by the Board of Directors to present a slate of candidates for the Board of Directors to vote on for the next year. Nominations will be accepted from the membership with the consent of the nominees. Voting can be by voice, a show of hands, or ballot. The nominating committee will install the elected officers.

ARTICLE IV - MEETINGS

Meetings of the members shall be held regularly at a time and place designated by the Board of Directors. The board whenever deemed appropriate may consult Robert's Rules of Order. Meeting's shall be supervised and conducted by the president.

ARTICLE IV - BYLAWS AMENDMENTS

Amendments may alter, amend or repeal these bylaws. These Bylaws and any approved Amendments shall be effective immediately on their adoption by a majority of the voting membership at a regular or special meeting as stated in their adoption. Bylaws shall be distributed to each member of the Board of Directors, Standing Committees, and Special Committees, and will be available to any Orange Art Association member.

WRITTEN CONSENT OF THE BOARD OF DIRECTORS ADOPTING THESE BYLAWS

We, the undersigned, are the Board of Directors of the Orange Art Association, a California Corporation, and we have repealed previous Bylaws and hereby adopt the foregoing Bylaws.

_____ 2008
Date

President

Vice President

Secretary

Treasurer

STANDING RULES

The annual meeting of Orange Art Association shall be June of next year.

Term of office of the Board of Directors is January through December.

Dues shall be \$25.00 per fiscal year.

A Life Member is a past president who is not required to pay dues and will have all the rights of a regular member. A Life Member is also a Hall of Fame winner.

A nominating committee of two (2) or more members will be appointed at the April membership meeting, the slate of officers presented and voted on at the May meeting, and installation of the elected officers will be at the June meeting.

The fiscal year of Orange Art Association shall be the calendar year.

Checks, drafts, and other indebtedness of Orange Art Association shall be signed by the Treasurer or the Assistant Treasurer and countersigned by the President or the Vice President.

Last approved March 3, 2005, by the Orange Art Association Board of Directors.