

**BYLAWS OF THE
COLUMBIA ARTS GUILD**

**ARTICLE I
PREAMBLE**

The Columbia Arts Guild is a nonprofit corporation incorporated under the provisions of Chapter 65 of the Oregon Revised Statutes (ORS), and is a tax-exempt entity under Section 501(c)(3) of the Internal Revenue Code (IRC). The Articles of Incorporation of the Columbia Arts Guild are dated and were filed with the Secretary of State on April 27, 2016. These Bylaws and the Rules of Order adopted by Article XI of these Bylaws shall at all times be interpreted in conformance with the ORS, IRC, their implementing rules and regulations, and with the Articles of Incorporation as filed. If these Bylaws and the Rules of Order cannot be interpreted in a way which conforms to the ORS, IRC, rules, regulations, and Articles, they shall be superseded to the extent necessary to ensure conformance with the applicable law and the Articles.

**ARTICLE II
ELIGIBILITY AND PARTICIPATION**

Any person who appreciates and supports art in all forms is eligible to participate in the Guild in the following ways:

Section 1 GUEST

An eligible person may attend regular meetings of the Guild as a Guest subject to the discretion of the Board of Directors at Board meetings, and the discretion of the Members at Members' meetings. Guests are not required to pay dues. Guests do not have the right to vote or participate in activities of the Guild. Guests may only participate in discussions if recognized by the Chair presiding over the meeting.

Section 2 MEMBER

An eligible person may request to join the Guild as a Member by paying the dues for the current calendar year, subject to the discretion of the Board of Directors. Dues will be refunded if the request is denied. Members have the right to vote at regular Members' meetings and may participate in the discussions and activities of the Guild. Previous Members who have not yet paid the current year's dues may continue to attend regular meetings as a Guest until the end of March of the current calendar year after which

attendance is subject to the discretion of the Board of Directors at Board meetings, and the discretion of the Members at Members' meetings.

Section 3 HONOREE

The Board of Directors in its discretion may nominate eligible persons to be recognized by the Guild as Honorees. Honorees do not have to pay dues and do not have the right to vote, but may attend regular meetings, and participate in the discussions and activities of the Guild. If the Board approves the nomination of an eligible person as an Honoree, the nomination is subject to a vote of approval by the Members at a regular Members' meeting.

Section 4 DISCIPLINE

The Directors and Members of the Guild shall have the authority to discipline Guests, Members and/or Honorees as provided in the Rules of Order adopted by Article XI of these Bylaws.

ARTICLE III BOARD OF DIRECTORS

Section 1 MEMBERSHIP AND ELECTION

The Guild shall be managed by a Board of Directors which shall be composed of the President, Vice President, Secretary, Treasurer, and a Director-at-Large who shall have been elected by a majority vote of a quorum of the Members of the Guild at the annual Members' meeting.

Section 2 LIMITATIONS OF POWERS

(a) Real Estate and Investments.

The Board of Directors shall not purchase or sell real estate or make any investment of Guild funds unless authorized to do so by an affirmative vote by ballot of at least two-thirds of the Members present at a regular Members' meeting provided a quorum is present. No proposal for any such purchase, sale or investment shall be acted upon at any regular Members' meeting unless at least one calendar month prior thereto the Board has authorized and given notice to all Members of the Guild. This notice must specify the exact nature and amount of any proposed investment and, when the purchase or sale of real estate is involved, specify its location and general description, together with such other information as would be essential for informed action on the part of the Members of the Guild.

(b) Expenses and Utilities.

The Board of Directors may authorize payment of bills, expenses and utilities, provided however that no individual bill, expense or utility, and no individual payment, shall exceed \$500. The Board of Directors may not authorize payment of individual bills, expenses or utilities which exceed \$500 unless authorized to do so by an affirmative vote by ballot of at least two-thirds of the Members present at a regular Members' meeting provided a quorum is present. No proposal for any such payment shall be acted upon at any regular Members' meeting unless at least one calendar month prior thereto the Board has authorized and given notice to all Members of the Guild. This notice must specify the exact nature and amount of any proposed payment, together with such other information as would be essential for informed action on the part of the Members of the Guild.

(c) Donations by the Guild.

Any proposal for the expenditure of the Guild funds for gifts, donations, membership in other organizations, or any requests for property or services of the Guild shall be subject to approval by the Board of Directors at a regular Directors' meeting, provided however that no individual gift, donation, membership, or request, shall exceed \$500.

(d) Donations to the Guild.

Any donation offered the Guild shall be subject to approval by the Board of Directors at a regular Directors' meeting before it is accepted.

Section 3 DISCIPLINE

The Directors and Members of the Guild shall have the authority to discipline Directors as provided in the Rules of Order adopted by Article XI of these Bylaws.

**ARTICLE IV
OFFICERS**

Section 1 QUALIFICATIONS

To be qualified to hold elective office in this Guild, one must be 18 years of age or older and must be a Member.

Section 2 PRESIDENT

The President is authorized to preside as Chair over all meetings of the Board of Directors and Members' meetings. The President is authorized to call special meetings when, in the President's judgment or in the judgment of a majority of the Board of Directors, such meetings will be for the best interests of the Guild. The President shall prepare and distribute a proposed agenda and distribute draft minutes from the Secretary of previous meetings for approval by the Board of Directors for Directors' meetings, and the Members

for Members' meetings. The President is authorized, with such limitation as hereinafter provided, to appoint all committees subject to the approval of the Board of Directors and shall be an ex-officio member of all committees. The President shall make such reports to the Guild as the President considers important for the information of the Members of the Guild. The President shall have access to the books of the Guild at all times and may require reports from other officers or committee chairs whenever the President deems it necessary. Except as may be otherwise herein provided, the President may, in addition to, the Treasurer, sign all checks. The President's signature is required on all legal and other documents requiring the official signature of the Guild.

Section 3 VICE PRESIDENT

The Vice President is authorized to preside as Chair at any meeting of the Board of Directors and/or of the Members:

- (a) at the request of the President due to an anticipated absence, emergency, or due to recusal of the President;
- (b) when the President is absent or late without notice for 30 minutes or longer after the scheduled meeting time during the period of such absence; and/or
- (c) as may be provided by the disciplinary procedures in the Rules of Order adopted by Article XI of these Bylaws.

Subject to the approval of the Board of Directors, the President may delegate to the Vice President temporary authority to perform some or all of the other powers and duties of the President.

In situations when the President is absent or otherwise unable to delegate authority to the Vice President, and circumstances require immediate action, and subject to the Rules of Order, the Board of Directors by an affirmative vote of a majority of the entire membership of the Board, not just a quorum, may delegate to the Vice President temporary authority to perform some or all of the other powers and duties of the President.

Section 4 SECRETARY

The duties of the Secretary shall be to:

- (a) give notice to the Members of the Guild of all regular and special meetings of the Board of Directors and of the Members;
- (b) attend and take minutes of all regular and special meetings of the Board and Members, send the draft minutes to the President for distribution, and revise minutes according to the decisions of the Board or Members for their respective meetings;
- (c) keep a current record of attendance of Members at all regular and special meetings of the Board and Members;
- (d) keep all official records of the Guild, except as may be otherwise directed by the Board of Directors;

(e) have available at all meetings a list of all Members, and a list of all committees and their members; and

(f) have available at all meetings a copy of the Articles of Incorporation, Bylaws, Rules of Procedure, special and standing rules, and the minutes of recent meetings.

The President or Board of Directors, at the Secretary's request, may appoint a Member to assist in the performance of the duties of the Secretary as necessary. The assistant shall not have the authority to vote at Director's meetings and shall not be counted for the purpose of determining if a quorum is present.

The Board of Directors, by a majority vote of a quorum of the Board, may appoint a Member as a Temporary Secretary to perform the duties of the Secretary if the Secretary is absent, unable or unwilling to perform the duties of the office. A Temporary Secretary so appointed shall have the authority to vote as Secretary at Directors' meetings and shall be counted for the purpose of determining if a quorum is present.

The Secretary is authorized to preside and perform the Vice President's duties as Chair, if the President is unable to preside for any of the reasons in subsections 3(a), (b) or (c) of this Article, at any meeting of the Board of Directors and/or of the Members:

(g) at the request of the Vice President due to an anticipated absence, emergency, or due to recusal of the Vice President;

(h) when the Vice President is absent or late without notice for 30 minutes or longer after the scheduled meeting time during the period of such absence; and/or

(i) as may be provided by the disciplinary procedures in the Rules of Order adopted by Article XI of these Bylaws.

Section 5 TREASURER

The duties of the Treasurer shall be to keep a true and lawful accounting of all funds of the Guild. The Treasurer shall receive and have charge of all funds owed to the Guild, keep a record of which Members have paid dues and when, pay all bills, expenses and utilities that have been authorized by the Board of Directors, and Members when necessary, and, with the President, sign all checks and other documents requiring such signatures.

The Treasurer shall report to the Board of Directors at the regular Directors' meeting who has paid dues and when, and when bills, expenses and utilities have been paid. The Treasurer shall have general supervision of all financial records and shall prepare and submit to the Board of Directors an annual report in writing showing receipts and disbursements for the preceding year, and with the assistance of the Budget Committee, if any is appointed, a proposed budget for the next fiscal year. The Treasurer shall perform such other duties pertaining to the finances of the Guild as may be directed by the Board of Directors.

The President or Board of Directors, at the Treasurer's request, may appoint a Member to assist in the performance of the duties of the Treasurer as necessary. The assistant shall not

have the authority to vote at Director's meetings and shall not be counted for the purpose of determining if a quorum is present.

The Board of Directors, by a majority vote of a quorum of the Board, may appoint an Member as a Temporary Treasurer to perform the duties of the Treasurer if the Treasurer is absent, unable or unwilling to perform the duties of the office. A Temporary Treasurer so appointed shall have the authority to vote as Treasurer at Directors' meetings and shall be counted for purpose of determining if a quorum is present.

Section 6 DIRECTOR-AT-LARGE

There shall be a Director-at-Large who shall be elected directly by the Members of the Guild. The Director-at-Large shall have such duties, responsibility, and authority as determined by the Board of Directors.

Section 7 DISCIPLINE

The Directors and Members of the Guild shall have the authority to discipline Officers as provided in the Rules of Order adopted by Article XI of these Bylaws.

ARTICLE V ELECTIONS

Section 1 CONDITIONS OF ELECTION

Election of Officers and Directors of the Guild shall be held at the annual Members' meeting. The slate shall include those nominated by the nominating committee, those nominated by the Board of Directors at the Board meeting in the month prior to the annual Members' meeting, and those nominated from the floor at the annual Members' meeting. The vote will be by ballot. A valid election of an Officer and Director requires an affirmative vote by a majority of the Members present at the annual Members' meeting provided a quorum is present. If a quorum of Members is not present, then the election shall be postponed until the next regular Members' meeting provided a quorum is present.

Section 2 TERMS OF OFFICE

If this amendment to the Bylaws of the Columbia Arts Guild is approved at the annual Members' meeting of the Guild in January 2020:

(a) the terms of office of the President and Secretary elected at the annual Members' meeting of the Guild in January 2020, or later Members' meeting where a quorum is present, shall begin at the conclusion of that meeting and continue until December 31, 2020;

(b) the terms of office of the Vice President and Treasurer elected at the annual Members' meeting in January 2020, or later Members' meeting where a quorum is present, shall begin at the conclusion of that meeting and continue until December 31, 2021;

(c) if the amendment to these Bylaws which creates the office of Director-at-Large is approved at the annual Members' meeting of the Guild in January 2020, the term of office of the Director-at-Large elected at the annual Members' meeting in January 2020, or later Members' meeting where a quorum is present, shall begin at the conclusion of that meeting and continue until December 31, 2020; and

(d) beginning on January 1, 2021, and every two years thereafter, the terms of office for the President, Secretary and Director-at-Large shall be for two calendar years, or until their successors are elected; and

(e) beginning on January 1, 2022, and every two years thereafter, the terms of office for Vice President and Treasurer shall be for two calendar years, or until their successors are elected.

Section 3 VACANCIES

In the case of death, resignation, removal or abandonment of office by any of the Officers or Directors, the Board of Directors may fill such office from the membership for the unexpired term, or until the end of the current calendar year, as the Board may determine.

Section 4 ABANDONMENT OF OFFICE

Absence from three consecutive meetings of the Board of Directors may be deemed abandonment of office unless the Board has been informed of, and has approved, extenuating circumstances justifying such absences, and the Board of Directors may declare such office vacant and appoint a successor to fill the office for the unexpired term.

ARTICLE VI

DUES

The annual dues for the Members of the Guild shall be a sum determined by the Board of Directors and approved by a majority vote of the Members present at an annual Members' meeting, provided a quorum is present. Such dues shall be due and paid to the Treasurer at or before the regular Members' meeting in January each year and payable on or before that date. Officers and Directors elected at the annual Members' meeting must pay their dues prior to taking office.

Dues paid by new Members joining the Guild during the months of November and December shall cover the following fiscal year as well and be so receipted.

**ARTICLE VII
CASH FUNDS**

Section 1 RECEIPTS

All funds belonging to the Guild shall be paid over to the Treasurer promptly as received, and the Treasurer shall deposit the same in kind promptly in such bank or credit union as the Board of Directors shall designate.

Section 2 DISBURSEMENTS

No funds belonging to the Guild shall be withdrawn except by checks signed by the President or Treasurer of the Guild, or by the President or Treasurer by use of the Guild's debit card in person or online, subject to prior approval of the Board of Directors.

**ARTICLE VIII
FISCAL YEAR**

The fiscal year of the Guild shall be from January 1 to December 31 of the same year.

**ARTICLE IX
MEETINGS**

Section 1 PLACE OF MEETINGS; REMOTE PARTICIPATION

All meetings of the Guild shall be held at a designated location stipulated by the Board of Directors, and notice thereof shall state the time of such meetings. Participation by video- or teleconference is authorized as provided by ORS 65.205.

Section 2 ANNUAL MEETING

The annual meeting both for the Board and for the Members for 2020 shall be held on the regular monthly meeting date in January 2020. The annual meeting for 2021 shall be held on the regular monthly meeting date in December 2020, and each December thereafter for each following calendar year. At the annual meetings the Board and Members may adopt a written schedule for regular Board and Members' meetings for the next calendar year. The schedule shall constitute notice of regular Board and Members' meetings for the next calendar year. The schedule shall contain a statement that the Board authorizes participation by video- or teleconference as provided by, and in compliance with, ORS 65.205. No additional notice shall be required for such scheduled regular meetings.

Section 3 MEMBERS' REGULAR MEETINGS

The regular monthly meetings of the Members of the Guild shall be held on the day of the month designated by vote of the Members.

Section 4 DIRECTORS' REGULAR MEETINGS

The regular monthly meeting of the Board of Directors shall be held prior to the regular meeting of Members of the Guild each month.

Section 5 SPECIAL MEETINGS

Special meetings of the Board, or of the Members, may be called by the President or the Board of Directors and may be called for any purpose which in the President's judgment, or in the judgment of a majority of the Board of Directors, will be for the best interest of the Guild. Notice of such special meetings may be either written or verbal and given not less than 48 hours before the date of such meeting, which notice must be given to all members of the Board, and to all Members of the Guild for special meetings of the Members, and shall specify the time and place of the meeting and the purpose thereof. Written notice includes notice sent by e-mail and is deemed to be given when sent. The notice shall contain a statement that the Board authorizes participation by video- or teleconference as provided by, and in compliance with, ORS 65.205.

Section 6 QUORUM FOR MEMBERS' MEETINGS

A quorum for the transaction of any business of the Guild at a meeting of Members shall consist of not less than 10% of the Members of the Guild plus an additional number of Members equivalent to the number of directors needed for a quorum at a Directors' meeting. At least one officer authorized to act as Chair by these rules must be present to preside over the meeting. If a quorum of Members is not present, the Chair may reschedule the meeting for a later date and direct notice to be sent out to Members of the new date. Members participating by video- or teleconference who are acknowledged by the Chair shall be considered present for purposes of determining if a quorum is present.

Section 7 QUORUM FOR DIRECTORS' MEETINGS

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum of the Board is not present, the Chair may reschedule the Board meeting for a later date and direct notice to be sent out to the Directors

of the new date. Directors participating by video- or teleconference who are acknowledged by the Chair shall be considered present for purposes of determining if a quorum is present.

Section 8 DECISIONMAKING BY ELECTRONIC MEANS

When in the President’s judgment, or in the judgment of a majority of the Board of Directors, it is necessary for the Board of the Members to make a decision before a regular or special meeting can be held, the President of the Board of Directors may, authorize a decision to be made by a vote using electronic mail or other electronic means as authorized by, and in compliance with, ORS 65.212.

ARTICLE X STANDING COMMITTEES

Section 1 APPOINTMENT OF COMMITTEES

As many committees as are necessary for conducting the affairs of this Guild shall be appointed by the President with the approval of the Board of Directors. These may include the following committees:

Section 2 SHOWS AND SALES COMMITTEE

The Shows and Sales Committee for Members shall consist of at least three Members to arrange for and have charge of all major exhibitions.

Section 3 NOMINATING COMMITTEE

Nominations for office shall be made by a nominating committee consisting of three members appointed at the regular Board meeting in October by the President with approval of the Board of Directors. This committee shall report its nominations to the Board of Directors at the November Board meeting. The Board of Directors in its discretion may add to the list of nominees to be sent to the annual Members’ meeting. Other nominations will be taken from the floor at the annual Members’ meeting in December prior to voting. Persons nominated shall have given their consent prior to the election and be willing to serve if elected. After the nominations have been completed, the nominations shall be closed.

Section 4 CLASSES COMMITTEE

The Classes Committee shall arrange suitable classes for the regular Members' meetings.

Section 5 PUBLICITY COMMITTEE

The Publicity Committee shall send announcements of the activities of the Guild to various media.

Section 6 HISTORIAN

The Guild's Historian shall be a Member who shall prepare and keep all scrapbooks and histories of the Guild up to date.

Section 7 BUDGET COMMITTEE

The Board may establish a Budget Committee consisting of three Members including the Treasurer to propose an annual budget for approval by the Board of Directors.

**ARTICLE XI
RULES OF ORDER**

The rules contained in Robert's Rules of Order, Newly Revised, 11th Edition shall govern the Guild in all cases to which they are applicable and in which they are not inconsistent with the Oregon Revised Statutes and the Internal Revenue Code, their implementing rules and regulations, the Articles of Incorporation, these Bylaws and any special rules of order the Guild may adopt. The informal procedures applicable to small board as described on pages 487-488 of the Rules, and elsewhere in the Rules, shall apply unless they are impracticable.

**ARTICLE XII
ACTION BY INITIATIVE**

A special meeting of the Guild shall be called at any time upon a written petition signed by not less than the number of Members needed for a quorum for a meeting of Members of the Guild. Such petition shall state precisely the matter or matters to be considered at such meeting and shall be delivered to an Officer or Director of the Guild. Within seven (7) days after the date of delivery of the said petition the Officer or Director to whom it is delivered

shall notify or otherwise cause the Members of the Guild and of the Board to be duly notified that a special meeting will be held to consider the matter or matters set forth therein. Such notice shall be in writing and shall specify all matters to be considered and the number of Members signing the petition. Such special meeting shall be held not less than seven (7) days nor more than fourteen (14) days from the date such notice is mailed or delivered. Provided however, that if a regular Members' meeting is scheduled to be, and is, held not sooner than seven (7) days nor later than the said fourteen (14) days, the matters set forth in said petition may be considered at such regular Members' meeting. And, provided further, that notice of the regular Members' meeting shall set forth the matters contained in the petition in the manner required for consideration thereof at a special meeting. If the purpose of the petition is whole or in part to restrain the Officers or Directors, no Director shall take any further steps with respect to the matter or matters set forth in the petition from the date the petition is delivered by the signers as herein provided until the Members of the Guild duly authorize such action or steps as may be necessary prior to such meeting to forestall liability on the part of the Guild.

NO ACTION shall be taken at any meeting upon the subject matter of any petition if the meeting contravenes other Bylaw requirements calling for a regular Members' meeting or for a longer notice with respect thereto unless such requirements have been fully complied with.

ARTICLE XIII

AMENDMENTS TO THE BYLAWS

Amendments to these Bylaws may be adopted by an affirmative vote by ballot of at least two-thirds of the Members present at a regular Members' meeting provided a quorum is present.

No proposal for amending the bylaws shall be acted upon at any regular Members' meeting unless at least one calendar month prior thereto the Board has authorized and given notice to all Members of the Guild. This notice must specify the exact wording of the current bylaw, if a current bylaw would be amended, and the wording of the bylaw as amended or deleted, or the wording of the new bylaw, together with such other information as would be essential for informed action on the part of the Members of the Guild.

ARTICLE XIV

DISSOLUTION OF THE COLUMBIA ARTS GUILD

Upon the dissolution of the Columbia Arts Guild, assets shall be distributed as provided in Article 7 of the Articles of Incorporation with the goal of providing art books to be available to the general public through the public libraries in Columbia County.

Amended Bylaws ADOPTED this 13th of January, 2021.

COLUMBIA ARTS GUILD

By: _____
President, Joan Youngberg

By: _____
Secretary, Catherine Ridenour