

**BY –LAWS of
LARSON GALLERY GUILD**

Changes in red.

**This Draft was reviewed by the By-Laws Committee,
presented orally to the Executive Committee on February 13, 2008.**

Further revisions are in draft H after response from the board, executive board, an attorney, and a review of RCW's.

| Existing By-Laws, approved 1999 | Draft H |
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| <p><u>ARTICLE I: CORPORATE NAME</u></p> <p>The name of this corporation is and shall be LARSON GALLERY GUILD, a non-profit corporation.</p> | <p><u>ARTICLE I: CORPORATE NAME</u></p> <p>The name of this corporation is and shall be LARSON GALLERY GUILD, a non-profit corporation.</p> |
| <p><u>ARTICLE II: OFFICERS AND REGISTERED AGENTS</u></p> <p>SECTION 1. The principal office of this corporation shall be located in Yakima, Washington, at such address as the Board of Directors shall, from time to time designate.</p> <p>SECTION 2. The registered office of the corporation shall be at such address in Yakima, Washington, as the Board of Directors shall, from time to time designate.</p> <p>SECTION 3. An officer of the corporation shall serve as Registered Agent in the State of Washington.</p> | <p><u>ARTICLE II: OFFICE AND REGISTERED AGENT</u></p> <p>SECTION 1. Principal Office The principal office of this corporation shall be located in Yakima, Washington, at such address as the Board of Directors shall, from time to time designate.</p> <p>SECTION 2. Registered Office The registered office of the corporation shall be at such address in Yakima, Washington, as the Board of Directors shall, from time to time designate.</p> <p>SECTION 3. Registered Agent The Executive Director of the Larson Gallery shall serve as Registered Agent for the corporation in the State of Washington.</p> |
| <p><u>ARTICLE III: PURPOSE</u></p> <p>The purpose of this organization is to promote the visual arts on the campus of Yakima Valley Community College and in the community through support of the Larson Gallery and a program including, but not limited to, classes, workshops, lectures, sales and exhibits of the graphic arts and crafts, and these programs shall be made available to the membership and to the public. In addition, this organization shall cooperate and assist other groups in the community with similar purposes.</p> | <p><u>ARTICLE III: MISSION</u></p> <p>SECTION 1. Statement The mission of this organization is to promote the visual arts on the campus of Yakima Valley Community College and in the community through support of the Larson Gallery and a program including, but not limited to, classes, workshops, lectures, sales and exhibits of the graphic arts and crafts, and these programs shall be made available to the membership and to the public. In addition, this organization shall cooperate and assist other groups in the community with similar purposes.</p> |
| <p><u>ARTICLE IV: MEMBERSHIP AND MEETINGS</u></p> <p>SECTION 1. Any person in sympathy with the above purpose of this organization is eligible for membership.</p> <p>SECTION 2. Members are liable for dues adjusted to the following categories:</p> | <p><u>ARTICLE IV: MEMBERSHIP AND MEETINGS</u></p> <p>SECTION 1. Membership Any person in sympathy with the mission of this organization is eligible for membership in the Larson Gallery Guild.</p> <p>SECTION 2. Dues, Definition of Membership Year No Proration of Dues Members are liable for dues at various levels as determined by the Board of Directors.</p> |

Student \$10
 Sponsor \$100
 Supporter \$25
 Patron \$250
 Contributor \$50
 Benefactor \$500
 Donor \$75
 Advocate \$1000
 This schedule may be reviewed and adjusted periodically by a vote of the Board of Directors.

SECTION 3.
 An honorary member may be awarded that privilege by a vote of the Board of Directors, after being nominated in writing by three members of the Guild. The honorary member shall pay no dues and be a life-time non-voting member.

SECTION 4.
 The annual meeting of the membership of the Larson Gallery Guild shall be held on the second Wednesday following May 1 in each year. The Board of Directors shall meet at least six times yearly, the dates to be set by the President. Special meetings may be called by the President with the approval of the Board of Directors.

SECTION 5.
 At any meeting of the membership of the Larson Gallery Guild, ten members present shall constitute a quorum. Each member so present shall be entitled to one vote.

SECTION 6.
 Non-payment of dues shall constitute removal of the name of the member from the membership roll.

SECTION 7.
 Dues will be due and payable at the first of each September. A thirty-day grace period will be allowed.

ARTICLE V: OFFICERS, BOARD OF DIRECTORS, AND THEIR DUTIES

SECTION 1.
 The Board of Directors of the Larson Gallery Guild shall consist of: the President, Vice-President, Secretary, Treasurer, Historian, and not more than 25 Directors elected from the general membership at the annual meeting. It shall conduct all business of the Guild. The Larson Gallery Director shall be an ex-officio non-voting Board member.

The schedule of dues will be reviewed periodically and changes approved by a vote of the Board of Directors. Membership dues cover September 1 to August 31 of each year. Persons can join and become members at anytime during the year, however there is no prorating of dues .

SECTION 3. Honorary Membership
 The Board of Directors may award the privilege of honorary lifetime membership in the Larson Gallery Guild. To be eligible for honorary membership persons shall have demonstrated extraordinary service in support of the arts and the Larson Gallery Guild . They shall be nominated in writing by at least three members of the Guild and voted upon by the Board.
 Honorary members shall pay no dues.

SECTION 4. Membership Meeting
 The membership of the Larson Gallery Guild shall meet at least once each year .

~~SECTION 5.
 At any official meeting of the membership of the Larson Gallery Guild, ten members present shall constitute a quorum. Each member so present shall be entitled to one vote.~~

SECTION 6.
 [Delete.]

SECTION 7.
 [Delete this section. Covered in Section 2, above.]

ARTICLE V: BOARD OF DIRECTORS, OFFICERS, AND THEIR DUTIES

SECTION 1. Authority/Responsibility
 The Board of Directors shall make all policy for the Guild, unless otherwise specified in these by-laws, and shall have all authority necessary to decide and review Guild policy. It may delegate to the Executive Director responsibility for the day-to-day management of the Guild's programs, personnel, financial affairs, and policy implementation.

Duties of the board include, but are not limited to:

SECTION 2.

The Officers of the Guild shall be elected by the Board of Directors at the annual meeting and take office on September 1.

SECTION 3.

The number of officers of the corporation shall be as follows:

- a) PRESIDENT. The President of the Larson Gallery Guild shall supervise all activities of the Guild, preside at all meetings of the Board of Directors and of the membership of the Guild, call such meetings of the membership as shall be deemed necessary, other than the annual and monthly meetings of the membership, and perform such other duties usually inherent in such office.
- b) VICE-PRESIDENT. The Vice-President of the Larson Gallery Guild shall act for the President in his/her absence, perform such other acts as the President may direct, and act as liaison between the Larson Gallery Guild and the Larson Gallery.
- c) SECRETARY. It shall be the duty of the Secretary of the Larson Gallery Guild to keep all records of the Board of Directors and of

- a) Review and amend by-laws and policies; stimulate participation in committee work, fund-raising and other activities as fits the particular talents of each board member.
- b) Ensure that revenue is obtained through diverse sources to assure the financial well being of the Guild. Provide for acceptance and disbursement of trust, endowment, memorial and grant monies.
- c) Ensure appropriate safeguards for the protection of Guild assets, including an annual financial review. ~~by independent auditor with report to the board.~~
- d) Review, revise and approve an annual budget; monitor financial performance on a regular basis, including timely payment of debts and obligations.
- e) Ensure that all Guild activities meet tax exemption mandates as a 501 (c) (3) organization.
- f) Ensure that the selection of board members is made without discrimination based on age, sexual orientation, marital status, race, creed, color, national origin, gender, disability, religion or income.

SECTION 2: Board of Directors Meetings

The Board shall meet at least six times yearly, the dates to be set by the Board. Special meetings of the Board may be called by the President with the approval of the Executive Committee.

Members may be observers at board meetings. With prior approval from the president, a member may be allowed to address the board.

The president may call any executive session of the board to discuss personnel issues.

SECTION 3: Quorum

At least 50% of the elected board members must be present at any official meeting in order to form a quorum to conduct the business of the Guild.

SECTION 4: In any cases not covered by these By-Laws, Robert's Rules of Order shall apply.

SECTION 5: Term of Service

Each Member of the Board of Directors is elected for a three year term. At the conclusion of the first three year term, the Board Member may be nominated for an additional three year term. At the end of the second term (six years of total service) the Board Member must relinquish the position. After one year the person may make it known to the nominating committee chair that s/he is interested in serving again. If elected to the position, the term of service begins anew.

the Larson Gallery Guild, and to perform such other acts as the President may direct

TREASURER. The Treasurer shall receive and be accountable for all funds belonging to the Larson Gallery Guild, pay all obligations incurred by the Guild and with the co-signature of the President when payment is authorized by the Board of Directors, maintain bank accounts in depositories designated by the Board of Directors, and render periodic financial reports.

HISTORIAN. It shall be the duty of the Historian of the Larson Gallery Guild to collect newspaper articles and published information about the Larson Gallery, maintain scrap-books for historical purposes, and to perform such other duties usually inherent in this position.

SECTION 4.

Any officer or director may be removed from office by a sixty-percent vote of the membership at any regular or special meeting of the membership where a quorum is present. Notice of the proposed removal must be given to such officer or director prior to the date of the meeting at which the removal is to be voted upon. Such notice must state the cause for the proposed removal.

SECTION 5.

Unexcused absence from two consecutive meetings of the Board of Directors may be due cause for removal of an officer or director.

SECTION 6.

No director, officer or member of the Guild shall be paid any salary, wage or other compensation for acting in such position. This provision, however, shall not prohibit the payment of any compensation to any director, officer or member for services rendered in a capacity not related to the position held by such individual.

SECTION 6: Officers and Number of Directors

The Officers of the Guild shall consist of: the President, Past-President, President Elect, Vice-President of Membership, Vice-President of Finance, and not more than 25 Directors elected from the general membership by the Board. The Officers and Directors shall conduct all business of the Guild. The Larson Gallery Director shall be an ex-officio non-voting Board member.

SECTION 7. Election of Officers and New Board of Directors Nominees members-elect.

The Officers and New Board of Directors Nominees of the Guild shall be elected by the Board of Directors at the May Board meeting and officially take office on September 1.

SECTION 8. Duties of Officers

- a. PRESIDENT: The President of the Guild shall supervise all activities of the Guild, preside at all meetings, and perform such other duties usually inherent in such office.
- b. PAST PRESIDENT: The Past President of the Guild shall serve in an advisory capacity to the Executive Board and perform other duties as requested by the board. The Past President shall chair the nominating committee.
- c. PRESIDENT ELECT: The President Elect of the Larson Gallery Guild shall act for the President in his/her absence and perform such other acts as the President may request.
- d. VICE PRESIDENT of MEMBERSHIP: The Vice President of Membership shall oversee the recruitment and retention of members for the Guild and coordinate membership activities with the chair of the social committee.
- e. VICE PRESIDENT of FINANCE: The Vice President of Finance shall be the financial

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| | <p>officer of the Guild and shall be responsible for the custody and supervision of all funds; and shall present the board an annual review statement of the financial position of the Guild. The VP of Finance shall routinely present to the directors a financial report relating to the overall financial condition of the Guild.</p> <p>f. SECRETARY. The Secretary of the Guild shall take minutes at Board and Membership meetings and distribute the minutes to all board members. The Secretary shall keep all records of the Board and of the Guild, and to perform such other acts as the President may direct.</p> <p>g. HISTORIAN. [delete]</p> <p>SECTION 9. Removal from Office Any Board Member or Officer or may be removed from office by a sixty-percent vote of the Board members at any regular or special meeting of the board where a quorum is present Notice of the proposed removal must be given to such officer or board member prior to the date of the meeting at which the removal is to be voted upon. Such notice must state the cause for the proposed removal.</p> <p>SECTION 10. Unexcused Absence from Meetings Unexcused absence from two consecutive meetings of the Board of Directors may be due cause for removal of a board member or officer.</p> <p>SECTION 11. No Compensation No board member, officer or member of the Guild shall be paid any salary, wage or other compensation for acting in such position.</p> <p>SECTION 10. Quorum</p> <p>At least 50% of the elected board members must be present at any official meeting in order to form a quorum to conduct the business of the Guild.</p> <p>??Robert's Rules of Order?? The business of the Guild shall be conducted according to Robert's Rules of Order</p> |
| <p><u>ARTICLE VI: COMMITTEES</u></p> <p>SECTION 1. Standing Committees and Special Committees shall be appointed by the President to perform specific duties and cease to function after these duties are fulfilled.</p> <p>SECTION 2.</p> | <p><u>ARTICLE VI: COMMITTEES</u></p> <p>SECTION 1. Standing and Ad Hoc Committees. Standing Committees shall be Executive, Nominating and Social. Ad Hoc Committees shall be appointed by the President to perform specific duties and cease to function after these duties are fulfilled.</p> <p>SECTION 2. Nominating Committee.</p> |

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| <p>Nominating Committees. The President shall appoint a nominating committee prior to the annual meeting of not less than three members for the purpose of preparing a list of candidates for office for the ensuing year.</p> | <p>The Past-president shall chair the nominating committee to prepare a list of candidates for the open Board positions and Officers for the ensuing year. This list shall be presented at the May board meeting for action.</p> |
| <p><u>ARTICLE VII: STANDING RULES</u> The Board of Directors may from time to time adopt such standing rules as may be deemed desirable by this Board for carrying out the purposes of the Guild.</p> | <p><u>ARTICLE VII: STANDING RULES</u> The Board of Directors may from time to time adopt such standing rules as may be deemed desirable by this Board for carrying out the purposes of the Guild.</p> |
| <p><u>ARTICLE VIII: MONIES</u> The Larson Gallery Guild through its Board of Directors shall provide for the acceptance and disbursement of trust, endowment, memorial and grant monies. These monies shall be maintained and accounted for separately from general operating accounts.</p> | <p><u>ARTICLE VIII: MONIES</u> [delete, covered in “VP of Finance”] <i>Change to:</i> <u>ARTICLE VIII: DISSOLUTION</u> In the event of the termination of the existence of the Guild for any cause whatsoever, all its assets and property over and above whatever may be required for the payment of its just debts and obligations, shall vest in another non-profit group, organization, or corporation with a similar mission to that of the Guild, as determined by the Board of Directors prior to the dissolution. DELETED - covered in Articles of Incorporation</p> |
| | <p><u>ARTICLE IX: INDEMNIFICATION AND LIMITATION OF LIABILITY</u> A board member shall have no liability whatsoever to the Guild or third parties for monetary damage arising from her/his conduct as a board member, except for actions or omissions that involve intentional misconduct or knowing violations of the law by the board member. The Guild shall, to the extent permitted by law, indemnify and hold harmless any board member against all expense, liability or loss (including judgments, settlements, fines, attorney’s fees, etc.) actually and reasonably incurred or suffered by such board member in connection with defense of any action, suit or proceeding in which she/he is made party by reason of being or having been a board member.</p> |
| <p><u>ARTICLE IX: AMENDMENTS</u> These By-Laws may be amended by a meeting of the membership provided that at least seven days notice be given to the membership advising them of the Amendments to be considered.</p> | <p><u>ARTICLE X: AMENDMENTS</u> These By-Laws may be amended by the Board provided that at least twenty-five (25) days notice be given advising the Board of the Amendments to be considered.</p> |
| <p><u>ARTICLE X</u> In any cases not covered by these By-Laws, Robert's Rules of Order shall apply.</p> | <p><u>ARTICLE X</u> In any cases not covered by these By-Laws, Robert's Rules of Order shall apply. MOVED TO PG 3</p> |