

Curry Arts Bylaws Adopted: Adopted February 16, 2016

ARTICLE I **Name and Purpose**

A. The name of this organization shall be Curry Arts.

B. The purpose of this organization shall be to further the knowledge and understanding of the Arts and Crafts among its members and throughout the community.

ARTICLE II **Membership**

Section 1 **Qualifications, Categories, & Dues**

A. Membership shall be open to any individual who desires to join.

B. There will be three designated membership categories:

a. Individual/Family Membership

b. Sponsoring Membership (entitled to a business card in each Newsletter)

c. Honorary Membership

C. Dues for each membership category shall be set by the Board of Directors.

D. Dues for honorary members shall be waived. Any individual may be designated as such by the unanimous vote of the Board members. This category is for the recognition of the dedicated efforts and desires for the success of Curry Arts.

E. Membership Year: The membership year shall be from September 1 to August 31 with a period of grace for dues payment to extend until September 30 or longer if approved by the Board.

Fiscal Year: The fiscal year shall be from January 1 to December 31.

Section 2 **Meetings**

A. Annual Meetings shall be held in the Fall for the purpose of conducting annual business, the election of Directors, and giving annual reports.

B. Special Meetings may be called at any time by two-thirds (2/3) vote of the active members present, or by the Board of Directors, provided that at least seven days notice be given to the members. A notice given via email or in the Newsletter shall constitute a written notice if received by the members within the required time frame. Copies of all emails should be filed with the Board minutes. Only designated business may be conducted at a special meeting called for that purpose.

Section 3 **Quorums**

Those votes represented at a meeting of members shall constitute a quorum. A majority vote of the members voting is the act of the members unless these Bylaws or the law provide differently.

Section 4 **Proxy Voting**

There shall be no proxy voting.

Section 5 **Action by Consent**

There shall be no action without a meeting, either in person or via email.

Section 6 **Donations**

The donation of monies in excess of \$100 (one hundred dollars) must be approved by majority vote at a regular or special meeting called for that purpose. Lesser amounts may be approved via email communication with copies of the emails filed with the Board minutes.

ARTICLE III **Board of Directors**

Section 1 **Duties and Conduct**

The affairs of Curry Arts shall be managed by the Board of Directors. The Board may delegate the operation of the Corporation to officers or committees as long as the Board oversees what is done. Each Director must keep current with what is going on in the corporation by going to Board meetings and requiring operational information from the President and Secretary, financial information from the Secretary, and any other information needed to run the corporation.

Section 2 **Number**

The number of Directors may vary between a minimum of three and a maximum of fifteen.

Section 3 **Term of Office and Election of Directors**

A. Term of Office for Directors shall be two years. The Board shall make provisions to stagger the terms of Directors so that each year the terms of as close as possible to one-half (1/2) of the Directors shall expire. A Director may be reelected without limitation on the number of years s/he may serve.

B. The Board shall be elected by a majority of the members entitled to vote at an election of Directors at the annual meeting of the members.

C. Terms of office shall begin upon election at the Annual Meeting and end after a two-year term.

D. Despite the expiration of a Director's term, s/he continues to serve until her/his successor is elected, designated, or appointed, or until there is an official decrease in the number of Directors.

Section 4 Removal

- A. Any Director may be removed, with or without cause, at a meeting called for that purpose, by a majority of the members entitled to vote at an election of Directors.
- B. Non-attendance at three consecutive Board meetings or four Board meetings total in any one fiscal year may constitute cause for the Board of Directors to remove a Director by a majority vote.
- C. A Director elected by the Board to fill a vacancy may be removed with or without cause by a majority vote of the Directors.

Section 5 Resignation

A Director may resign at any time by delivering written notice to the Board of Directors or to the President or Secretary. The resignation is effective when the notice is received by the Board unless the notice specifies a later effective date. If the resignation is delivered via electronic mail, a printed copy of the email should be filed with the Board minutes.

Section 6 Vacancies

Vacancies on the Board of Directors and newly created board positions will be filled by a majority vote of the Directors then on the Board of Directors. If the Directors remaining in office constitute fewer than a quorum of the Board of Directors, they may fill the vacancy by a majority vote of all the Directors remaining in office.

Section 7 Quorum and action

A quorum at a board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, by a majority of all Directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of directors present. Where the law requires a majority vote of directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

The Board can take no action without a quorum with the exception to adjourn the meeting for another time.

Section 8 Regular Meetings

Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required. As this corporation exercises no governmental functions, it is not subject to the Open Meeting Laws.

Section 9 Special Meetings

Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone or by mail or by email not fewer than two days prior to the special meeting. By law, the President or twenty percent of the Directors may call these special meetings.

Section 10 Meetings by Telecommunication

Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications, as long as all Directors can hear each other.

Section 11 No Salary

Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board Service.

Section 12 Action by Consent

Any action required by law to be taken at a meeting of the board, or any action which may be taken at a board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors. A majority is not enough. The action is effective when the last director signs and dates the consent.

ARTICLE IV Committees

Section 1 Non-executive Committees

The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

Section 2 Composition of Committees Exercising Board Functions

Any committee that exercises any function of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of the number of Directors prescribed by the Board, or if no number is prescribed, a majority vote of all Directors in office at that time. Members of committees making Board-level decisions must all be members of the Board.

Section 3 Quorum and Action

A quorum at a Committee meeting exercising Board functions shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

Section 4 Limitations on the Powers of Committees

No committee may authorize payments or the sale, pledge, or transfer of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

ARTICLE V Officers

Section 1 Titles

The officers of this corporation shall be the President, Secretary, and Treasurer. The law does not require that officers must be Directors.

Section 2 Election

The Board of Directors shall elect the President, Secretary, and Treasurer to serve one year terms. An officer may be reelected without limitation on the number of terms.

Section 3 Vacancy

A vacancy of the office of President, Secretary, or Treasurer shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 4 Other Officers

The Board of Directors may elect or appoint other officers, agents and employees as it deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5 President

The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 6 Secretary

The Secretary shall have overall responsibility for all record keeping. The Secretary shall perform, or cause to be performed, the following duties:

- A. Official recording of the minutes of all proceedings of the Board of Directors and members' meetings and actions.
- B. Provision for notice of all meetings of the Board of Directors and members.
- C. Authentication of the records of the corporation.
- D. Maintaining current and accurate membership lists.
- E. Any other duties as may be prescribed by the Board of Directors.

Section 7 Treasurer

The Treasurer shall have overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties:

- A. Communication with the accounting service in the keeping of full and accurate accounts of all financial records of the corporation.
- B. Coordination with the accounting service for the deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designed by the Board of Directors.
- C. Coordination with the accounting service in the disbursement of funds when proper to do so.
- D. Communication with the accounting service in making financial reports as to the financial condition of the corporation to the Board of Directors.
- E. Any other duties as may be prescribed by the Board of Directors.

ARTICLE VI Amendments to Bylaws

These bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors by a majority vote of directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment. Notice of the meeting with attached proposed changes may be delivered via letter, phone, or email.

ARTICLE VII Dissolution

Upon dissolution, after all obligations of Curry Arts are settled, the assets remaining shall go to the Jo Bailey/Curry Arts Art Scholarship vested with the Oregon Community Foundation.

ARTICLE VIII Limitation Clause

Curry Arts shall not carry on any activities not permitted by an organization exempt from Federal Income Tax under section 501 (C) (3) of the Internal Revenue Code.