

By-Laws of The Olympia Art League

Approved as revised May 18, 2023

Name: This organization is the *Olympia Art League* (the League).

1. Purposes and activities.

1.1. The purpose of the League is to:

1.1.1. Promote the visual arts in the South Puget Sound community;

1.1.2. Provide educational programs, activities, workshops and juried and non-juried shows for the members of the League and for the general South Puget Sound community;

1.1.3. Encourage visual artists to practice and improve their skills, create a community of artists and provide networking opportunities;

1.1.4. Engage with the community consistent with our purposes. Aid, support, and assist by gifts, contributions or otherwise, other organizations operated exclusively for charitable, or educational purposes as long as:

1.1.4.1.No part of the net earnings of the organization shall benefit any private shareholder or individual; and

1.1.4.2.No substantial part of the activities of such organization can be to carry on propaganda or to otherwise attempt to influence legislation, except as otherwise allowed to an organization described in Section 501(c)(3) of the Internal Revenue Code.

1.2. The League can carry out activities either alone or in conjunction or cooperation with others. These others can be persons or organizations of any kind or nature, such as corporations, firms, institutions, foundations, or governmental departments or agencies.

2. Membership.

2.1 Membership is open to all persons interested in the visual arts. To become a member, an individual must complete an application form and pay annual dues. Continued membership is contingent on payment of annual dues.

The public is welcome to join the monthly in-person meetings but after attending two meetings they will be encouraged and required to join as a member. Only OAL members will be able to join the meetings by Zoom.

2.2 Membership is required for the following: to be a Board member, to be a committee chair, to vote at business meetings and to participate in Olympia Art League members only shows.

2.3 No member of the League shall receive compensation for work done for the League as a Board member, committee chair or committee member. The League may contract with League members to provide certain services (e.g., create a web site; create art for advertising, etc.).

3. **Board.** The Board shall act in the best interests of and conduct business on behalf of the League. The board shall report on its actions to the general membership at the next regular League meeting and/or in the next League newsletter. Approved minutes of its meetings shall be available to the membership.

3.1. The board shall consist of elected members including: a President, Vice President, Treasurer, Recording/corresponding Secretary, and three members at large. The duties of the board members are:

3.1.1 President: The President shall preside at all meetings of the League and the Board. The President shall have the power to appoint committees, as the President deems appropriate to assist in the affairs of the League. The President shall act without Board direction only in an emergency.

3.1.2 Vice President: The Vice-President shall take the place of the President and perform the President's duties whenever the President shall be absent or unable to act.

3.1.3 Secretary: The Secretary shall keep the minutes of all actions at League and Board meetings. The Secretary shall publish Board and League minutes at least two weeks prior to scheduled meetings.

3.1.4 Treasurer: The Treasurer shall have the responsibility for all funds of the League and shall be responsible for keeping full and accurate records of account showing all receipts and disbursements. The Treasurer shall be responsible for preparation of all required financial statements and the annual budget. The Treasurer shall also file an annual report before May 31st each year with the Washington State Office of the Secretary of State, Corporations and Charities Division, Olympia, WA and file IRS Form 990-N (e-Postcard) with the Internal Revenue Service after Jan 1st for the previous year.

3.1.5 Members at large: Members at large attend all board meetings and act on behalf of the best interests of the League.

3.1.6 Immediate Past President: The immediate past President shall serve as a non-voting ex officio member of the board.

3.2 The term of office for all Board members shall be two years. Board members can serve for two consecutive terms and can seek elected office after two years' absence from the board. Board members serving as of the adoption of 2018 bylaws revisions are eligible for serving a second term regardless of prior years of service.

- 3.3 Board members are elected at November annual meetings. The President, Vice President, Secretary and Treasurer shall be elected in odd numbered years and members at large shall be elected in even numbered years.
- 3.4 The board may appoint a member to fill the remaining term of a vacant board position.
- 3.5 In order to remain in good standing on the board, a member shall fulfill responsibilities and attend meetings. The board shall have the authority to remove a board member.
- 3.6 The Board is empowered to take final action on matters without consulting the membership, except for the following, which must be voted on by the members at a regular or special meeting of the League:
- 3.6.1 Members of the League must vote on non-budgeted expenditures that exceed \$750.00;
 - 3.6.2 New or significantly expanded events sponsored by the League;
 - 3.6.3 Election of Board members;
 - 3.6.4 Approval of membership dues increases recommended by the board; and
 - 3.6.5 Approval of bylaws amendments which must be presented in writing and discussed at a regular League meeting and voted on at the next scheduled membership meeting. Approval of bylaws changes requires a two thirds majority.
- 3.7 The Board shall review membership dues and recommend needed changes to the membership for adoption.
- 3.8 The Board shall approve the annual budget.
- 3.9 The Board shall announce the Annual November meeting and call additional member business meetings between annual meetings for the purpose of conducting business requiring a vote of the membership. The board must provide two weeks advance notice of such meetings providing the agenda and supporting documents at the time of notice.
- 3.10 The Board shall meet, at minimum, four times in an eight month period and additionally as deemed necessary by the President.
4. **Committees:** Standing and ad hoc committees shall be approved by and answer to the Board. Committee chairs shall be appointed by the President in consultation with the Board. Standing Committees shall consist of:
- 4.1 A Nominating Committee consisting of three (3) members named by the President no later than the September meeting. This committee shall present their report at the October meeting. Board members shall be elected at the November annual meetings.

4.2 A Finance Committee consisting of the Treasurer and at least two other members appointed by the board which shall review the budget prior to presentation to the Board, conduct quarterly reviews of the League's revenue and expenses and oversee an annual review of League finances.

5. Fiscal Requirements.

5.1 Fiscal Year: The fiscal year shall be Jan. 1 - Dec. 31.

5.2 Budget. The Treasurer shall prepare an annual budget in consultation with the Finance Committee for review and approval by the Board prior to the end of the fiscal year.

5.2.1 For expenditures that are consistent with the annual budget, the Treasurer can reimburse members without consulting the Board.

5.2.2 For expenditures that are not consistent with the annual budget, members must request approval of the board before making the expenditure.

5.2.3 The Board may amend the budget by majority vote of the Board members present.

6. Meetings.

6.1 Robert's Rules of order shall govern at all board and league business meetings requiring a vote of the membership.

6.2 Quorum for voting:

6.2.1 Board Meetings. A minimum of fifty percent (50%) of voting Board members must be present to conduct the business of the League.

6.2.2. Member Meetings. A minimum of twenty percent (20%) of the total members must be present to conduct business of the League requiring a vote of the membership.

6.3 Member Business Meetings. Member business meetings are for the purpose of conducting official business requiring a vote of the League members. They do not include general monthly meetings, other sponsored activities or informal meetings of the League.

6.3.1 There shall be an Annual Meeting of the membership in November for the purpose of electing officers, receiving an annual report on the League's activities and finances and conducting other business as required.

6.3.2 The board may call additional Member Business meetings as needed to conduct the work of the League and act on items between Annual meetings.

7. Review Bylaws. Bylaws shall be reviewed at least every five years.