

BYLAWS  
OF  
VASHON ISLAND VISUAL ARTISTS

Effective February 15, 2018  
Ammended February 19, 2019

ARTICLE I- NAME AND PURPOSE

*Section 1- Name:* The name of the association shall be Vashon Island Visual Artists (VIVA). It shall be a nonprofit organization incorporated under the laws of the State of Washington.

*Section 2- Purpose:* Vashon Island Visual Artists (VIVA) is organized exclusively for arts, cultural and educational purposes.

The purpose of this association is:

Vashon Island Visual Artists, open to all visual artists on Vashon Island, provides collaborative events and education for local artists and craftspeople in business practices, marketing and new technology, various member support services, scholarships to emerging high school artists and semi-annual exhibitions. During semi-annual events the member artists invite the general public to their exhibits of high quality, hand-crafted work in studios throughout the Island where the public has the opportunity to meet the artists in their working environment, view and learn creative techniques.

ARTICLE II- MEMBERSHIP

*Section 1- Eligibility for membership:* Application for voting membership is open to any current artist residing and working full or part time on Vashon Island. Membership is granted after receipt of a completed membership application and payment of annual dues. Such dues are in addition to fees assessed for each studio tour participation.

*Section 2- Annual dues and fees:* The amount required for annual dues are set annually by a majority vote of the Board, effective January of each new year. Such dues are in addition to fees assessed for each studio tour participant. Continued membership is contingent upon payment of annual dues. Membership dues shall be reviewed and revised as needed by the Board. The Board will review and set fees for each studio for each occurring studio tour based on budget and reserve consideration.

*Section 3- Rights of members and groups:* Each member shall have one vote at association (VIVA) elections and annual meetings. In the case of artists who are affiliated with and exhibit only in a group during a studio tour event, those artists must join the association (VIVA) with full voting powers. Only current members of the association may participate as exhibitors in Holiday and Spring Vashon Island Art

Studio Tours although other educational and/or social events may be open to the general public.

*Section 4- Resignation and termination:* Any member may resign by notifying the Secretary via email or regular post. Membership may be terminated if dues are not paid promptly. In such a case, the membership will be terminated until the member pays the annual dues for that calendar year. A returning member may notify the Secretary of his/her intent to reinstate membership and forward any dues and fees indicated by the Treasurer and/or Tour Coordinator.

*Section 5- Non-voting membership:* The Board shall have the authority to establish and define non-voting categories of membership.

### ARTICLE III- MEETINGS OF MEMBERS

*Section 1- Annual meetings:* An annual meeting of the membership shall take place in the month of **January**, the specific date, time and location to be determined by the Board. At the annual meeting, the membership shall elect directors to the Board, receive reports on the activities of the association (VIVA), and determine the direction of the association for the coming year.

*Section 2- Special meetings:* Special meetings may be called by a simple majority of the Board or by a Request for Meeting signed by 5% of the voting membership.

*Section 3- Notice of meetings:* Email notice of each meeting shall be sent to each voting member of the association (VIVA) not less than two weeks prior to the meeting.

*Section 4- Quorum:* The members present at any properly announced meeting shall constitute a quorum.

*Section 5- Voting:* At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot. All issues to be voted on shall be decided by a **simple majority** of those present at the meeting in which the vote takes place.

### ARTICLE IV- BOARD OF DIRECTORS

*Section 1- Initial directors:* The initial directors named in the Articles of Incorporation shall serve until the first annual meeting of members.

*Section 2- Board role, size and compensation:* The Board is responsible for enacting the overall policies and direction of the association (VIVA) and for the delegation of tasks to committees and sub-contracted staff. The Board shall have no less than **9** or more than **15** members. The Board receives no compensation other than for

reimbursement for expenses directly related to the association (VIVA) and agreed to by the Board.

*Section 3- Terms:* Unless a director dies or resigns, all Board members shall serve for **two year terms** and are eligible for re-election for a total of **three consecutive terms**. Previously elected Board members who have served for 3 consecutive terms may again be nominated after 2 years of non-service. Terms shall commence immediately following the annual meeting. At the first annual meeting **expiring** Board positions, **no more than seven (7)**, shall be presented for nominations and election with the **balance of positions** up for election at the next annual meeting. This alternating schedule will continue in perpetuity and will insure that the 2 year terms of Board members shall expire alternately, providing continuity and experience on the Board.

*Section 4- Board elections:* Directors shall be elected or re-elected by the voting membership at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting.

*Section 5- Election procedures:* Any member can nominate a candidate for the slate of nominees and members may also self-nominate.

*Section 6- Election of officers:* Upon the completion of the annual election, the Board will hold an internal election for the four positions of officers and the results shall be emailed to the membership.

*Section 7- Quorum:* A quorum for purposes **voting by the** Board of Directors shall be by **simple majority** of those Directors in attendance.

*Section 8- Officers and Duties:* There shall be four officers of the Board consisting of President, Vice President, Secretary and Treasurer. Their duties are as follows:

The President shall convene any regularly scheduled Board meeting, shall preside over the meeting or designate another officer to preside;

The Vice President shall oversee committees on special tasks and subjects as designated by the Board.

The Secretary shall be responsible for keeping minutes of meetings, overseeing the sending out meeting announcements, email copies of minutes and agendas to Board and members, and maintaining the corporate records.

The Treasurer shall report at each Board and annual meeting, chair the finance committee, and pay all bills approved by 2 other officers, assist in budget preparation and make financial information available to the Board, members and the public.

*Section 9- Vacancies:* Resignation from the Board may be made to the Secretary in writing or by email. Vacancies will be filled by a majority vote of the Board and are only for the unexpired terms for each position.

*Section 10- Regular and Special Meetings:* The Board may meet in person, by telephone or electronically by email. Votes made electronically require participation by 7 or more directors. All members shall be notified in advance of Board meetings.

*Section 11- Place of meetings:* The President shall determine the date, time, location and/or manner in which any meeting is held.

*Section 12- Tour Coordinator:* Every two years in July the Board shall select a Tour Coordinator who is hired by the Board in a sub-contractor capacity. The Tour Coordinator has specific responsibilities as outlined to the Tour Coordinator in his/her job description. As a non-voting member The Tour Coordinator shall attend all Board meetings held in person or electronically, report on progress of work as described in the job description and answer questions posed by Board members. Two Board members will be named as primary point of contact for the tour coordinator. The Board may designate other duties as well.

## ARTICLE V- COMMITTEES

*Section 1- Committee formation:* The Board may create committees as needed, such as education, sponsorships, grants etc. The Board shall appoint committee chairs from within the Board.

*Section 2- Finance committee:* The Treasurer is the chair of this committee and includes three other Board members. The finance committee is responsible for fundraising plans, contracted staff and the annual budget. The Board must approve the budget and all expenditures must be within budget. The fiscal year shall be the calendar year. Annual reports shall be submitted to the Board and membership showing income, expenditures and pending income/expenditures. The financial records of the association (VIVA) are public record and shall be made available to the membership, Board and general public.

## ARTICLE VI- ADMINISTRATIVE AND FINANCIAL PROVISIONS

*Section 1- Contracts, Loans and Credit Extensions:* The Board may authorize its officers to enter into a contract on behalf of the association (VIVA) only followed by a vote affirming this contract by the Board. No loans shall be contracted on behalf of the association (VIVA) and no loans shall be made or credit extended by the association (VIVA) to any member of the Board.

*Section 2- Checks, Drafts:* All check, drafts and other order for payment of money, notes or invoices issued in the name of the association (VIVA) shall be signed by the

designated officer (Treasurer) of the association (VIVA) with approval by two other officers.

*Section 3- Deposits:* Deposits of all funds received by the association (VIVA) shall be deposited from time to time to the credit of the association (VIVA) in a bank selected by the Board.

*Section 4- Books and Records:* The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection.

*Section 5- Corporate Seal:* The corporation shall not have a corporate seal.

*Section 6- Accounting Year:* The accounting year of the corporation shall be the twelve months ending December 31.

*Section 7-Rules of Procedure:* The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

## ARTICLE VII- DISSOLUTION

*Section 1- Dissolution:* The Association may be dissolved by a two-thirds vote of the Board at a meeting convened by the President.

*Section 2- Notification:* The Secretary and Treasurer, working together, shall be responsible for the notifications of closure and final state and federal reports.

*Section 3- Distribution of funds:* Any remaining funds in the any of the accounts held by the association shall be donated to Vashon Allied Arts, a 501(c)(3) and those accounts shall be closed.

## ARTICLE VIII- AMENDMENTS

*Section 1- Amendments:* These Bylaws may be amended, altered or repealed by a two-thirds majority of the Board of Directors when necessary. Proposed amendments may be submitted by any member to the Secretary to be sent out with regular Board announcements.

## CERTIFICATION

The Bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on June 24, 2015.

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Morgan Brig, President

Brian Fisher, Vice President

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Jean Echevarria, Secretary

Christine Beck, Treasurer