

**Skagit Artists
2017 BYLAWS**

PREAMBLE

Skagit Artists (SA) is an organization whose mission is to promote the visual arts by developing economic and networking opportunities for Skagit County and the North Puget Sound Region. Our vision is to develop Skagit County into a cultural destination for visitors from around the world. *SA is registered with the State of Washington as an incorporated, not-for-profit organization.*

**SECTION I.
PRINCIPAL PLACE OF BUSINESS**

The principal office of Skagit Artist, a Washington nonprofit corporation (the “Corporation” or SA), shall be located at its principal place of business or such other place as the Board of Directors may designate. The Corporation may have such other offices, either within or without the State of Washington, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

**SECTION II.
MEMBERSHIP**

2.1 General. The Corporation shall have one class of members. Membership in the Corporation shall be open to visual artists and interested community members who support the mission of the Corporation. A member may be elected or appointed by the Board. Requirements for being accepted into membership shall be established by the Board.

2.2 Voting Rights. A vote of the members shall be required to elect Boardmembers pursuant to Section 3.3, to amend these Bylaws, and to approve the merger, dissolution or sale of all or substantially all of the assets of the Corporation. With respect to elections of Boardmembers, each member shall have one vote for each position to be filled, but voting shall not be cumulative. Members may question a Board’s decision or resolution and, thereby, have the right of appeal by calling for a membership vote, by written request to the President, by 20% or more of the members in good

standing. Except as required by applicable law, members shall have no other voting rights except as the Board may grant from time to time. In the event that the Board grants such voting rights, then each member shall be entitled to one vote on each matter submitted to a vote of the members.

2.3 Annual Meeting. The Annual Meeting of the General Membership of the Corporation for the transaction of such business as may properly come before the members, including election of Board members, shall be held each year on a date and at a time and place to be set by the Board.

2.4 Meetings. In addition to the Annual Meeting, a minimum of three meetings of the General Membership of the Corporation shall be held each calendar year (collectively called “Regular Meetings”). Notice of the time and place of Regular Meetings shall be set annually by the members at the Annual Meeting or at the last scheduled Regular Meeting of each calendar year.

2.5 Special Meetings. Special Meetings of the General Membership for any purpose or purposes may be called at any time by the President, the Board, or by written request to the President by twenty percent (20%) or more of the voting members.

2.6 Notice of Meetings. Notice of the place, day, and time of Regular Meetings and, in case of a Special Meeting, the purpose or purposes for which the meeting is called, shall be delivered through email or the standard approved media as determined by the Board or at the direction of the President or the Board not less than fourteen (14) days prior to the meeting to all members of record; except that a meeting to consider a proposed amendment to the Bylaws shall require notice no less than thirty (30) days before the date of the meeting and for Special Meetings three (3) days before the date of the meeting. See section 2.15, Member Obligations for expectations regarding monitoring Corporation communications.

2.7 Place of Meetings. Regular and Annual Meetings, and Special Meetings at which business will be conducted or a vote of the membership taken, may be held at such place, either within or without the State of Washington, as designated by the Board or by the members entitled to call a meeting of the members.

2.8 Waiver of Notice. Notice of any meeting may be waived, in writing, by any member at any time, either before or after the meeting, and such waiver shall be deemed the equivalent of giving any notice required under the provisions of these Bylaws.

2.9 Voting. A member must be present at a meeting to vote. For purposes of this Section, “present” means physically attending the meeting or providing a dated and signed proxy or written ballot on or before the date and time of the meeting at which it is to be counted.

2.10. Quorum Twenty percent (20%) of the members of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum to conduct any activity requiring a vote of the members. Meetings for educational, informational or other purposes do not require that a quorum be present. If a quorum is present, the vote of a majority of the members represented at any properly called meeting shall be the act of the members, unless the vote of a greater number is required by law, the Articles of Incorporation or these Bylaws.

2.11 Meeting Conduct. All meetings shall be conducted using the procedures set forth in *“Robert’s Rules of Order Newly Revised in Brief.”* However, failure to follow Robert’s Rules of Order shall not invalidate any action taken at a meeting.

2.12 Dues. Each member shall pay annual dues, which amount shall be determined annually by the Board. Notice of the amount dues being payable shall be distributed to each member no more than thirty days after the Board has set the amount. Dues must be current for a Member to vote or participate in sponsored events.

2.13 Benefits of Membership. In addition to the Voting Rights described herein, each member shall also have access to communications, minutes and bylaws of the organization and the right to apply for inclusion in sponsored events. Members shall also have access to a Membership Directory. The Corporation may confer additional benefits upon its members in conformity with its purposes and as determined by the Board.

2.14 Member Obligations. Each member is required to (a) pay dues to the Corporation in an amount and manner as determined by the Board from time to time; (b) submit an electronic ID (email address or similar Board approved media) to the membership coordinator for the purposes of receiving communications. (c) It is the responsibility of each member to monitor Corporation communication. Membership obligation is subject to modification and may be modified by Board resolution.

2.15 No Authority. No member shall have the authority to act on behalf of the Corporation or to bind the Corporation by the acts of such member and no member shall be deemed an agent of the Corporation unless expressly authorized to act for the Corporation by the Board.

SECTION III. BOARD OF DIRECTORS

3.1 Composition. The management of the affairs of the Corporation shall be vested in a Board of Directors, which shall be comprised of members of the Corporation. Non-Artist volunteers may be elected to the Board by the General Membership, and upon election, shall be granted Honorary Membership which has the same rights and privileges as the General Membership. The Board of Directors shall consist of the Officers of the Corporation plus additional Boardmembers as the Board determines. The Board shall elect from amongst the Boardmembers, a President, who shall be the presiding Officer of the Board and shall hold the office of President of the Corporation. The Officers and Boardmembers collectively shall be the Directors of the Corporation and each shall be entitled to one vote when conducting Board business. The Board may, by resolution, defer the election of Officers' responsibility to the General Membership (also see Section 4.1).

3.2 Tenure. Except as provided in Section 3.3, the term of a Boardmember shall be one (1) or two (2) years, except that Boardmembers may serve until a successor is elected and assumes his or her duties.

3.3 Election. At each Annual Meeting, the members shall elect Boardmembers to replace Boardmembers whose terms are expiring and additional Boardmembers as necessary to fill any vacancies on the Board. The Board, prior to an Annual Meeting, and any member in good standing, at an Annual Meeting, may nominate any person who is then a member in good standing or a non-artist volunteer to serve on the Board. As required to implement a resolution to increase the total number of Boardmembers, the Board shall have the authority to appoint interim Boardmembers mid-term by a majority vote of the active Boardmembers with a quorum of the Board. Such appointed Boardmember(s) shall serve until the next annual election of Boardmembers, at which time they may be nominated as a regular Boardmember and be subject to a membership vote. General Membership

will be advised by the Board within fourteen (14) days of a Boardmember or Officer appointment. At the Board's request or with the request of at least twenty percent (20%) of the Members in good standing, a Special Meeting shall be called for the General Membership to ratify the Board's appointed Boardmember following normal Membership voting guidelines.

3.4 Voting. Wherever these Bylaws provide for a vote by the Board of Directors, the vote required shall be a simple majority of the number of Boardmembers present and voting at the meeting, provided a quorum is present, unless these Bylaws otherwise require a greater vote of the Board.

3.5 Removal. A Boardmember may be removed by a majority vote of the entire Board of Directors or by a Special Membership Meeting called by the Board, or by written member request per 2.5 Special Meetings with a majority vote of a quorum of said membership.

3.6 Resignation. Any Boardmember may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Corporation, or by giving oral or written notice at any meeting of the Board of Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.7 Vacancies. Any vacancy occurring on the Board of Directors by reason of the death, resignation or removal of a Boardmember may, but need not, be filled from time to time upon appointment of a successor by a majority vote of the remaining Boardmembers though less than a quorum of the Board. Such successor shall serve during the unexpired term of the Boardmember whose position became vacant.

3.8 Responsibilities and Attendance. Each Boardmember shall actively participate in the activity of the corporation, such as serving as a formal liaison with other organizations or in special assignments as determined by the Board. All members of the organization are welcome to attend any Board Meeting as observers, but participation in the discussion is at the discretion of the Board, and non-Board members may not vote.

3.9 Regular Meetings; Annual Meeting. The Board shall meet no less than four (4) times per year. The dates, times and places of Regular Meetings of the Board shall be as designated from time to time by the Board upon giving of at least ten (10) days advance notice to each Boardmember; provided, that no notice of a Regular Meeting shall be required if each Boardmember has been furnished with a written schedule of the dates, times and locations of the meetings. The Annual Meeting of the Board shall be a Regular Meeting, and shall be held at a date, time and place as determined by the Board. Any Boardmember may waive notice of any Regular Meeting. Attendance at a meeting shall constitute waiver of notice of such meeting except where a Boardmember attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

3.10 Special Meetings. Special Meetings of the Board may be called by the President or by any two (2) Boardmembers. Notice of any Special Meeting of the Board shall be given at least ten (10) days prior to the meeting to each member of the Board except that a Special Meeting of the Board for the express purpose of amending the Articles of Incorporation or removing a Boardmember of the Corporation shall require notice to be given at least twenty (20) days prior to said meeting. The business to be transacted at, and the purpose of, any such Special Meeting of the Board of Directors shall be specified in the notice of the meeting. Any member of the Board may waive notice of any Special Meeting. Attendance at a meeting shall constitute waiver of notice of such meeting except where a Boardmember attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

3.11 Notice of Meetings. Notice of the date, time, and place of Regular Meetings, and the purpose of a Special Meeting, may be delivered by mail, private carrier or personal delivery, telephone, electronic transmission (email or other Board approved media) or personal communication. Notice of Board Meetings is not required to be delivered to all members, but notices should be posted on the organization's web site so that any member who wishes to attend a Board Meeting may do so.

3.12 Place of Meetings. Meetings at which action is to be taken shall be held at such a place, either within or without the State of Washington, as designated by the Board or by any persons entitled to call a meeting.

3.13 Meeting Conduct. All meetings shall be conducted using the procedures set forth in "*Robert's Rules of Order Newly Revised in Brief.*" However, failure to follow Roberts' Rules of Order shall not invalidate any action taken at a meeting.

3.14 Quorum a majority (51%) of the number of Boardmembers, (including written proxies) then in office shall constitute a quorum for the transaction of business at any General or Special Meeting.

3.15 Committees. The Board of Directors may, by resolution, designate and appoint one or more committees, which committees may have and exercise the authority of the Board of Directors in the management of the Corporation only to the extent provided in such resolution. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Boardmember of any responsibility imposed upon it, or upon her or him by law.

SECTION IV. OFFICERS

4.1 Officers. The Officers of the Corporation shall be a President, a Secretary, a Treasurer, and may include one or more Vice Presidents. The Board may elect or appoint such other Officers as it shall deem desirable, each of whom shall have such authority and perform such duties as may be prescribed from time to time by the Board. The Board, by resolution, may assign the authority to elect Officers to the General Membership. When an Officer is appointed by the Board, the General Membership will be notified by the Board within fourteen (14) days of the Officer appointment and General Membership shall be called upon, within 30 days of the notification, to ratify the new Officers, following General Membership voting guidelines (see Section 2.9). Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. None of the Officers except the President shall be required to be a member of the Board of Directors.

4.2 Election. At each Annual Meeting of the Board of Directors, the Boardmembers shall elect Officers for the forthcoming year, unless deferred to the Membership. Officers shall be elected

upon receiving a majority vote of the entire Board of Directors or by a majority of the General Membership as authorized by the Board.

4.3 Term of Office. The Officers of the Corporation shall normally each serve for a term of one (1) year, which term shall start at the conclusion of the Annual Meeting at which they are elected and continue until their successors are elected and qualified. Officers may be elected by the Board of Directors to succeed themselves.

4.4 President. The President shall be a member of the Board of Directors, and shall preside at and prepare the agendas for all meetings of the Board of Directors, unless otherwise delegated. The President shall be the Chief Executive Officer of the Corporation and, subject to the direction and control of the Board and shall supervise and control all of the assets, business, and affairs of the Corporation. The President may sign deeds, mortgages, bonds, contracts or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other Officer or agent of the Corporation or are required by law to be signed or executed by some other Officer or in some other manner. The President shall also conduct an annual written evaluation of the Corporation and its activities. The President may be assigned other duties, from time to time, by the Board of Directors.

4.5 Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President may be assigned other duties, from time to time, by the Board of Directors.

4.6 Secretary. The Secretary shall (a) keep the minutes of the meetings of the Board of Directors, (b) maintain correspondence relating to the Corporation's business, (c) keep a roster of members, including contact information and an indication of those in good standing that have paid their dues, (d) be custodian of the corporate records of the Corporation, and (e) give notice where required by these Bylaws or the Articles of the Corporation. Minutes of each meeting shall be distributed to Boardmembers no more than one week after the meeting. The Secretary may be assigned other duties, from time to time, by the Board of Directors. The Secretary may supervise or delegate certain secretarial duties as required but shall remain accountable for the duties performed by others.

4.7 Treasurer. The Treasurer may supervise and delegate selected financial affairs of the Corporation, but shall remain accountable for the duties assigned to others and (a) propose, and implement upon Board approval, policies and procedures for financial controls to ensure effective oversight for receipt and disbursement of funds including such elements as the timely deposit of funds and payment of bills, the signatures required to effect various levels of expenditures, the budget authority granted to Officers and others within the organization; and creation of an annual budget for the organization; (b) securely keep records of all assets and liabilities of the organization; (c) submit a complete report of the Corporation's financial position and paid membership count at each Board Meeting and at any other time designated by the President or the Board; (d) set up and maintain an organizational bank account; (e) be responsible for reporting to federal, state or local governments in a timely fashion, as necessary. The Treasurer may be assigned other duties, from time to time, by the Board of Directors.

4.8 Vacancies. Any vacancy occurring by reason of the death, resignation, or removal of an Officer may, but need not, be filled from time to time upon appointment of a successor by a majority vote of the entire Board of Directors. Such successor shall serve during the unexpired term of the Officer whose position became vacant.

4.9 Removal. An Officer may be removed by a majority vote of the entire Board of Directors or by a Special Membership Meeting called by the Board, or by written member request per 2.5 Special Meetings with a majority vote of a quorum of said membership.

SECTION V.

TRANSACTIONS WITH OFFICERS AND DIRECTORS

5.1 Conflicts. No transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated merely by the fact that any Boardmember or Officer of this Corporation is interested in, or is a Boardmember or Officer of such other corporation.

5.2 Disclosure and Compensation. With regard to any transaction with a Boardmember or Officer or with a corporation, firm, entity or association wherein they may be or become interested, the

existence and nature of the interest of the Officer or Boardmember must be disclosed or known to the Board of Directors at or prior to the meeting at which such transaction is authorized or confirmed. The Corporation may pay compensation in a reasonable amount to its Officers and Boardmembers for services rendered; provided, however, any transaction with an Officer or Boardmember or with a corporation, firm, entity or association wherein they may be or become interested must be approved by a majority of the disinterested members of the Board.

5.3 Loans to Members, Officers or Boardmembers Prohibited. No loans shall be made by the Corporation to any member, its Boardmembers, or Officers.

5.4 Compensation for services by Members. Paid services provided to the organization by Members shall undergo proposal, evaluation and approval by the Board and be subject to competitive bidding by either qualified Members or outside contractor / suppliers. Members are eligible to submit a proposal or application to provide necessary services for compensation, providing they possess appropriate qualifications and they are not part of the selection process.

SECTION VI. SPONSORED EVENTS

6.1 Annual Calendar. The Board, or a committee so designated by the Board, shall develop an Annual Calendar of Events that shall be considered for sponsorship by the organization subject to Board approval. If necessary, the number and scope of sponsored activities may be revised to ensure the success of the events or to limit losses that the organization may incur.

6.2 Juries and Event Participation The Board, working closely with any authorized Event Committee, shall, by resolution, document event requirements and guidelines including jurying procedures, fees, membership, professional qualifications, and/or other specifics for each authorized Event. For each event, the requirements and guidelines may be revised by the Board, at the recommendation of a particular Event Committee or Event participants. Any change to the Jury process for an existing Event shall be communicated to the Membership within seven (7) days and is

subject to a Membership appeal (see Section 2.2). Under no circumstances shall any Officer, member of the Board of Directors or any other member, influence or alter decisions made by jurors.

6.3 Event Funding. All sponsored events will attempt to be self-funding or add to the funds of the organization. However, as budget allows, the Board may decide to provide additional funds for an Event as merited.

SECTION VII. RECORDS

7.1 Required Records The Corporation shall keep at its principal office or its registered office in this state the following documents in the form of a record:

- 7.1.1. Current Articles of Incorporation and Bylaws;
- 7.1.2. A list of members, including names, addresses;
- 7.1.3. Correct and adequate statements of accounts and finances;
- 7.1.4. A list of the names and addresses of the Officers and Boardmembers; and
- 7.1.5. Minutes of proceedings of the members, if any; the Board; and any minutes

which may be maintained by a Board Committee

7.2 Records Availability. The corporate records shall be open at any reasonable time to inspection by any member of more than three (3) months standing or a representative of more than five percent (5%) of the membership. Cost of inspecting or copying shall be borne by such member except for costs for copies of the Articles of Incorporation or these Bylaws. Any such member must have a purpose for inspection reasonably related to membership interests. Use or sale of members' lists by such member if obtained by inspection is prohibited.

SECTION VIII Amendments

8.1 General. These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, in accordance with the procedures described in this Section.

8.2 Proposing Amendments. The Board, or at least twenty percent (20%) of eligible members to vote may, in writing, propose an amendment to these bylaws. The proposal must include an explanation and rationale for the proposed change. At least twenty (20) days advance notification of the meeting where the proposed amendment will be discussed and voted upon must be provided to all the members before being voted upon.

8.3 Passage of Amendments. The proposed amendment may be discussed and voted upon at any meeting of the members of the Corporation, either regular or special, at which a quorum is present and for which proper notice has been given. Passage of amendments requires approval approval of a majority of a quorum of the General Membership present at the meeting.

CERTIFICATE OF ADOPTION

The foregoing Bylaws were read, approved, and duly adopted by the Board of Directors of Skagit Artists on the ___ day of _____, 2017, and the President and Secretary of the Corporation were empowered to authenticate such Bylaws by their signatures below.

, President

, Secretary