

BY-LAWS

(Revised 2018)

ARTICLE I: NAME

The name of this organization shall be the "Lompoc Valley Art Association", a non-profit organization, hereinafter referred to as the Association.

ARTICLE 2: OBJECTIVE

The purposes of Association shall be to:

1. Enhance the cultural environment by promoting the advancement in the arts within the Lompoc and Santa Ynez Valleys.
2. Encourage an open avenue of communication between artists and the community.
3. Maintain an Art Gallery where local artists may present quality exhibits.
4. Present informative programs from which artists may further develop their artistic talents
5. Encourage other artists who live and practice their artistic skills within the Lompoc and Santa Ynez Valleys to join the Association

ARTICLE 3: MEMBERSHIP

The types of membership in the Association are as follows:

1. MEMBERS: Anyone over the age of eighteen years who supports LVAA objectives and who has paid the annual dues as set by the Executive Board, shall be designated as a regular member. Members shall have the right to vote as called for in the General Meetings.
2. STUDENT MEMBERS: Membership may be granted to anyone between the ages of sixteen and eighteen who supports the objectives stated in Article II. Student members shall pay no dues, have no vote, but have the right to show in exhibits and help on committees.
3. HONORARY LIFE MEMBERS: The Executive Board may designate an active member for Honorary Life Membership who has performed significant and meritorious service for the Association. The recommendation must be published in the Association monthly newsletter and receive a majority vote for the designate at the next General Meeting. Honorary Life members have all the rights of a Regular member but pay no dues.
4. BUSINESS MEMBERS: Any Business that supports the purpose of the Organization may join at the Business dues rate.

ARTICLE 4: DUES

1. Annual dues are set by the Executive Board are payable in the last quarter of the calendar year.
2. The Association does not have a partial year dues payment plan, nor are dues refundable.
3. Membership privileges shall extend from January 1 through December 31.
4. Current Dues Schedule shall be incorporated in the Standing Rules.

ARTICLE 5: OFFICERS

The officers of the Association shall be President, First Vice President, Second Vice President, Secretary, Treasurer, and Parliamentarian.

5.1 Terms

1. All Officers shall be elected to serve a one year term
2. The term of office shall be considered to begin January 1 and end December 31
3. Officers may serve terms in succession.

ARTICLE 6: DUTIES OF OFFICERS

Duties of the elected officers are as follows:

PRESIDENT: The President shall

1. Preside over all meetings of the Association and its Executive Board
2. Represent the Association at community activities.
3. Follow the order of business as set forth by the Executive Board
4. Appoint committee Chairpersons without formality of vote and serve as an ex officio member of all committees with the exception of the nominating committee.

FIRST VICE PRESIDENT: The First Vice President shall serve as President in the absence of the President, performing all duties of that office.

SECOND VICE PRESIDENT: The Second Vice President shall serve as President in the absence of the President and the First Vice President. The office includes being Gallery Director, who administers the activities of the Gallery in accordance with the standing rules of the Association.

SECRETARY: The Secretary shall be responsible for keeping records of business actions

1. taking of minutes at all board and general meetings which includes a list of attendees,
2. distribute copies of minutes for review and approval
3. assuring that corporate records are maintained and preserved in a permanent file.

TREASURER: The Treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports are made available to the Executive Board on a timely basis or as may be required by the Executive Board. Oversee the deposits of all funds in a bank designated by the Executive Board. Two Elected Officers of the Association must sign all checks. The treasurer may appoint, with approval of the board a qualified fiscal agent to assist in performance of all or part of the duties of the treasurer.

PARLIAMENTARIAN: The Parliamentarian shall:

- Act in an advisory capacity to the Officers and members concerning the proper conduct of meetings.
- Handle all legal matters of the Association.
- Record all amendments to the By-Laws and distribute draft copies for review at an Executive Board meeting.
- Once the Board has reviewed, revised and accepted the by-laws, they are then presented, to the General Membership for voter approval.

The latest edition of Robert's Rules of Order shall be the guide on all points not covered by these By-Laws. Final authority shall lie with the Executive Board.

ARTICLE 7: EXECUTIVE BOARD

The Executive Board shall be the governing body of the Association and shall be comprised of the Officers, the Standing Committee Chairpersons, and the immediate Past President. Each Office and each Committee Chairperson shall have one vote, except the President, who may only vote in case of a tie. A designated alternate may vote when a Chairperson is absent.

ARTICLE 8: DUTIES OF EXECUTIVE BOARD

Members of the Executive Board shall:

1. Attend all scheduled meetings and each member shall have one vote, except for the President.
2. Oversee all activities of the Association.
3. Adopt an annual budget for the Association.
4. Review, for approval, changes as recommended to the Standing Rules.

Executive Board meetings are open to members; however, they shall have no vote in the affairs of these meetings.

ARTICLE 9: VACANCIES

The Executive Board may fill vacancies due to resignation, death, or removal of a Officer or may appoint new Officers to fill a previously unfilled board position, subject to the maximum number of directors under these bylaws.

9.1 Removal of Directors

A director may be removed by two thirds vote of the Executive Board then in office, if the director is absent and unexcused from two or more meetings of the Executive Board in a 12 month period

ARTICLE 10: MEETINGS

Executive Board Meetings. The Executive Board shall have a minimum of six (6) regular meetings each calendar year. Board meetings shall be held with at least 5 days notice by electronic mail. Notice of meeting shall specify the place, day, and hour of meeting. One-third of the members of the Executive Board shall constitute a quorum at an Executive Board Meeting.

General meetings will be held and may include announcements and pertinent information to the membership. Such programs will be open to the public.

Annual Meeting will be held in November of each year for election of Executive Board and to conduct Association business.

ARTICLE 11: ELECTIONS: The Executive Board shall appoint a Nominating Committee in September each year for the purpose of presenting a slate of candidates for offices.

ARTICLE 12: QUORUM: In all matters other than the election of the Executive Board, any act of the members must be passed by an affirmative vote of the majority present in person or represented by other forms of communication at the meeting. Executive Board will be elected by a majority of the votes present in person or represented by other forms of communication at the Annual Meeting.

ARTICLE 13 COMMUNICATIONS: Any Notice and minutes may be sent by mail or any means of electronic or any other form of transmitted or recorded communication, once approved by the Executive Board

ARTICLE 14: CONDUCTING VOTES: Voting on all matters, including amendment of bylaws and the election of the Executive Board, may be conducted by any means allowable by law, including mail, telephone call, e-mail, or any other means of electronic or telecommunication transmission; provided that any such means of voting must either set forth or be submitted with information from which it can be determined that such vote was authorized by the member.

ARTICLE 15: AMENDMENTS TO THE BYLAWS: These bylaws may be amended at any General meeting by a two-thirds vote of the quorum present and voting person or represented by other forms of communication, provided that the membership pending amendments be provided to the membership at least 30 days in advance of the vote.

ARTICLE 16: RECORDS: The Corporation shall keep correct and complete records of account and shall keep minutes of the proceedings of all meetings of its board of directors, and records of all actions taken by the board of directors. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

ARTICLE 17: FISCAL YEAR: The Fiscal year of the corporation shall be from January 1 to December 31

ARTICLE 18: NONDISCRIMINATION: Lompoc Valley Arts Association does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, volunteers, subcontractors, vendors, and clients.