



# Kern River Valley Art Association

**P.O. Box 588  
Kernville, CA 93238**

**501(c)(3) EIN: 95-3082127**

**Association By-Laws  
2016**

**Minor Revisions 11/19/2016**

# Kern River Valley Art Association

## By-Laws

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### Article I

#### *Name*

The name of this organization shall be “Kern River Valley Art Association” (KRVA)

### Article II

#### *Mission*

#### ***“Art for all and all for art”***

Is the slogan for our Association whose charter is to broaden the cultural horizons of the Kern River Valley’s residents by:

1. Providing a forum for all artists to show case their work and exchange ideas.
2. Sponsoring education and development of future artists.
3. Introducing new ideas and expressive imagery from beyond our environs.
4. Promoting tourism by creating and maintaining a destination for assimilating high quality visual art in all of its aspects.

### Mission Statement

As a 501(c)(3) nonprofit and all volunteer organization, KRVA’s mission is to provide opportunities, resources and exhibition venues for the Kern River Valley artists, with an emphasis on art education, and emerging artists. Also to promote arts and crafts in the communities of the Kern River Valley, to provide grants and scholarships for education of art and to advancement of community artists, to provide a forum for artists and crafters and to exchange ideas and educational opportunities

### Article III

#### *Location*

The mailing address of this association is located in Kernville, Ca. An unimproved property of this association is located on Lake Isabella Blvd., in Lake Isabella, Ca. The Board of Directors may change said mailing address from one location to another in the County of Kern. Such changes shall be noted by the Secretary but shall not be considered an amendment to these Bylaws. These locations include art galleries or any other permanent or semi-permanent location where the Association conducts its affairs.

## **Article IV** *Membership*

### **Section I. Classification of members and Annual Dues are as follows:**

Single member.....	\$25.00
Couple (living at same address)....	\$35.00
Student (under 18).....	\$15.00
Life Membership.....	\$150.00

The membership year shall be from January 1 to December 31. New members paying after October 1<sup>st</sup> will be counted as members for the next full calendar year. Dues will be payable January 1<sup>st</sup>. A reminder notice will be printed in the newsletter two months prior to due date.

### **Section 2. Eligibility and Admission of Members:**

Any person interested in promoting the objectives of this association shall be eligible for membership. The Membership Chairman, upon receipt of annual dues, shall admit a member.

### **Section 3. Termination of Membership:**

A member shall be terminated for non-payment of dues. All rights of a member in this association or its property shall cease upon termination effective April 1<sup>st</sup> of that year.

### **Section 4. Meetings:**

- A. Regular meeting of the membership shall be held on the third Monday of each month, unless changed or canceled by action of the President and a Vice President, and shall be a combination of business and program. The time and place of such membership meeting shall be determined from time to time by the Board of Directors. Notice shall be sent by mail to each member not less than seven days prior to the meeting.
- B. The Board of Directors may call a special meeting of the membership when necessary with notification given to all members not less than seven days prior to such special meeting.
- C. Meetings of special groups, such as study groups, workshops, field trips, etc., may be called by the Chairman of such group or committee. The President shall be notified in advance of the meeting if scheduled by others and the general membership shall also be advised by mail for their participation. Any expense incurred for models, instructors, etc. must be paid by the group involved rather than the general membership.

### **Section 5. Voting:**

All members shall have equal voting and other rights. Each member shall be entitled to one vote, which may be cast in person or by proxy. All members to be notified by mail of vacancies to be filled and the roster of candidates running thirty (30) days prior to the election.

## **Section 6. Quorum**

The presence of twelve (12) members of this association shall constitute a quorum for the transaction of business at any meeting of members.

## **Section 7. Restrictions:**

- A. Members shall be paid for services, material or expenses incurred only if previously authorized.
- B. Any Exhibitor who participated in a KRVAA Art Show must have a California Resale number as required by the State Board of Equalization.

## **Article V** *Board of Directors*

### **Section 1. Elective Officers:**

- C. There shall be a total of (5) elective officers who shall be a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer.
- B. All officers must be eligible and available to serve a one (1) year term.

### **Section 2. Eligibility:**

- A. Any individual seeking elective office must be a current member in good standing.
- B. At the end of each year we shall elect all officers: President, First Vice President, Second Vice President, a Secretary and Treasurer.

### **Section 3. Personnel.**

The Board of Directors shall consist of five (5) members, consisting of the following:

1. **President**
2. **First Vice President**
3. **Second Vice President**
4. **Secretary**
5. **Treasurer**

These members shall serve a (1) year term

### **Section 4. Quorum:**

A quorum to transact business shall be a majority of the Board of Directors, which is three (3).

### **Section 5. Meetings:**

The regular meeting of the Board of Directors shall be held prior to each regular meeting of the Association at such a time and place as the Board shall from time to time determine. A special meeting of the Board shall be held upon call by the President or by any two (2) directors. Notice of regular or special meetings of the Board shall be given at least forty-eight (48) hours prior to the meeting either by written or oral communication. The Secretary in the regular book of minutes shall record the minutes of these meetings. Any action taken by the Board of Directors shall be reported at the following meeting of the Association.

## **Section 6. Powers:**

The Board of Directors shall have general administrative powers to transact the business of this Association and to fill vacancies.

## **Section 7. Restrictions:**

No officer, agent or other person shall have the power or authority to bind the Association by any contract or to pledge its credit or render it liable for any purpose or to any amount without previous authorization of the Board of Directors. The Board of Directors shall not enter into any major indebtedness (defined as \$500.00) or contract or execute any instrument in the name of the Association without the previous authorization of the general assembly.

## **Section 8. Duties:**

### **A. President. The duties of the President are as follows:**

1. Preside at all general meetings and all meetings of the Board of Directors.
2. Receive minutes from all committee meetings.
3. Exercise general supervision over the affairs of the association and appoint chairmen or committees as necessary for Scholarship, Judging, and Art Competitions or others as necessary.
4. Be responsible for term-end Installation meeting and program.
5. In the permanent absence of the President, a special election shall be held at the discretion of the acting President or the Second Vice President.

### **B. First Vice President. The duties of the First Vice President are as follows:**

1. Serve as assistant to the President.
2. In the absence of the President, perform all duties pertaining to that office.
3. Serve as Exhibit Chairperson at all the shows and appoint committee members as needed.
4. Stripe Circle Park in Kernville for spaces with a volunteer crew. Assign spaces on a first come, first serve basis.
6. Be responsible for maintenance and setup of hospitality tent.
7. Oversee judging displays for appropriateness in accordance with the official rules of the show.
8. Verify that Circle Park is clean after the show and all signs have been removed and the storage shed is orderly.
9. Make arrangements for portable toilets at shows.

### **C. Second Vice President. The duties of the Second Vice President are as follows:**

1. Assist the President when called upon.
2. Serve as Program Chairman, (i.e.), secure a demonstrator for monthly meetings. Notify Secretary as to whom the demonstrator will be and provide a brief background for the newsletter announcement.
3. Notify Publicity Chairman of above information so publicity can be placed in the local media.
4. Negotiate Demonstrator fees up to \$200.00.

**D. Secretary. The duties of the Secretary are as follows:**

1. Keep and bring to each meeting a book of minutes containing a full and accurate record of all business transacted at general membership meetings.
2. Take minutes for Board of Directors' meetings to include date, time and place of meetings, names of attendees, total number present and proceedings thereof.

**E. Treasurer. The duties of the Treasurer are as follows:**

1. Receive all funds, record amount date and source of such funds and deposit in the bank designated by the Board.
2. Keep and maintain correct books of all accounts.
3. Give a complete detailed statement itemizing receipts, disbursements and balance of all accounts at general meetings of the Association as well as at Board meetings.
4. In July, the Treasurer shall submit all records to an accountant designated by the Board. A report is to be made to the membership when the tax returns are completed.
5. Obtain insurance binders for shows in May and September and any other special events as required.
6. Obtain authorization for the use of Circle Park for the shows and pay fees as required.
7. One signature shall be required for the disbursing of Association funds. All reimbursement disbursements will be made by check on presentation of receipts.

**Section 9: Compensation:**

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in these Bylaws. Directors may not be compensated for rendering services to the Association.

Notwithstanding any other provision of these Bylaws, no person currently or within the past twelve months being compensated directly or indirectly by the Association or under its auspices whether in cash or kind from the Associations funds, as a recipient of any grant monies or emolument of any other kind whether as a full or part time Chairperson, employee, independent contractor or otherwise may be seated on the Association's Board of directors.

**Section 10: Removal and Resignation**

Serving at the pleasure of the Board of Directors as a whole body, any individual Board Member, or Chairperson may be removed with or without cause by a majority vote of the Board of Directors at any time.

Any Board member or Chairperson may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Association. Any such resignation shall take effect at the date of receipt of any such notice or at any later date specified therein, and unless otherwise specified therein acceptance of such resignation shall not be necessary to make it effective.

Any member of the Board of directors who fails to attend four meetings of the Board of Directors during a calendar year or any three consecutive Board Meetings shall automatically be deemed to have resigned.

## Section 11: Vacancies

Any vacancy caused by death, incapacity, disqualification, removal, resignation or otherwise of any Member of the Board of Directors will be filled by appointment of the Board of Directors to complete the remaining term without need of an election.

Vacancies occurring in the offices of Chairpersons appointed at the discretion of the Board may or may not be filled as the Board shall determine.

## Section 12: Profit Sharing Prohibition

As a Tax exempt Association organized under the codes covering 501 ( c ) ( 3 ) Corporations, except upon dissolution, no Member, Director, Chairperson employee or any other person connected with this Association, or any other private individual, shall receive any of the net earnings in or pecuniary profit from the operations of the Association, provided however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed in effecting any of the Association's public or charitable purposes, provided that compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors.

All Members of the Association shall be deemed to have expressly agreed that on dissolution or winding up of the affairs of the Association, whether voluntary or involuntary any assets remaining after all debts have been satisfied, shall be distributed evenly among all Members of good standing on the final date of dissolution.

## ARTICLE VI *Chairpersons*

From time to time as the Association's activities dictate the President shall nominate new Chairpersons or eliminate existing positions. Typically these will include but not be limited to the following:

1. **Publicity.**
2. **Membership.**
3. **Communications Coordinator**
4. **G3 Gallery Director.**
5. **Outreach Chair**
6. **Emerging Artist's Program**
7. **Education**
8. **Workshops**

Functional responsibilities for the better established positions are outlined below. Those for other Chairpersons will be developed and published by the Board of Directors.

### A. **Publicity.**

1. Submit publicity articles to the local media in a timely manner. Articles for the Association's Communications Coordinator should include the name of the demonstrator with their background information, date, place and time of both the General meeting and Board meeting.

**B. Membership Chairman.**

1. Issue receipts and new cards. New members are to be given a membership Roster and a copy of the Bylaws of this Association.
2. Forward names, addresses and phone numbers of new members to the Communications coordinator for publication in the next KRVAA Newsletter to be used to update the mailing list and delete names of deceased or dropped members.
3. Keep a logbook of persons attending each meeting, and the total attendance number and guests.
4. Order membership cards as needed.
5. Actively solicit new members, sponsors and underwriters via community outreach.
6. Forward to the Communications Coordinator information of new members to be welcomed.

**C. Communications Coordinator. Responsibilities include:**

1. Newsletter.
2. Maintenance of Website/Internet.
3. Dissimulation of information.

## **Article VII**

### *Amendments*

New By-laws may be adopted or these By-Laws may be amended at any regular meeting of the General Assembly by two-thirds vote of the members present and voting provided such amendment has been submitted and read at the previous General Meeting and provided that such amendment is not in conflict with the Articles of Incorporation.

## **ARTICLE VIII**

### *Rules of Order*

The rules contained in *Roberts' Rules of Order*, revised, shall govern all Members' meeting and Directors' meeting of the Association, except in instances of conflict between said Rules of Order and the Articles of Incorporation or By-laws of the Association.

~ End ~