

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 Board of Directors, shall be designated as a regular member.
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, but have the right to show in exhibits and help on committees.
3. HONORARY LIFE MEMBERS: Any member may recommend 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 Board 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 Board of Directors and 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: BOARD OF DIRECTORS

1. **Board role, size, and compensation.** The board is responsible for overall policy and direction of the association. The board shall have up to 9, but not fewer than 7 members. The board receives no compensation other than reasonable expenses.

2. Terms

1. All board members shall serve two-year terms. The terms will be staggered.
2. The term of office shall be considered to begin January 1 and end December 31
3. Board members may serve terms in succession.

3. **Meetings and notice:** The Board shall meet a minimum of six (6) regular meetings each calendar

year. Board meetings shall be held with at least 5 days' notice given by electronic mail. Notice of the meeting shall specify the place, day, and hour of meeting. 70% of the members of the Board shall constitute a quorum at a Board Meeting. Once a quorum is established, further board action may be conducted by a simple majority vote of the Board.

4. Board Elections. Recommendations for election to the Board from the Board members are made known to the Board in writing 30 days before nominations are made and voted on. The secretary shall forward to each member, with the notice of meeting, a list of all candidates.

In order to stagger the terms of the initial elected Board of Directors, one-half of the Directors shall be elected for a term of two years and the other half shall be elected for a term of one year.

5 Election procedures: New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

6 Officers and Duties: The officers of the Association shall be President, Vice President, , Secretary, Treasurer. Their duties are as follows:

PRESIDENT: The President shall

1. Shall convene regularly scheduled board meetings.
2. Represent the Association at community activities.

VICE PRESIDENT: The Vice President shall serve as President in the absence of the 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 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.

1. The Treasurer shall oversee and keep the Board informed of the financial condition of the corporation and of audit or financial review results
2. In conjunction with other Board members, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports are made available to the Board on a timely basis or as may be required by the Board
3. Oversee the deposits of all funds in a bank designated by the Board
4. 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.

ARTICLE 6: VACANCIES

When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Article 7: RESIGNATION, TERMINATION, AND ABSENCES:

Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

ARTICLE 8: MEETINGS General meetings will be held and may include announcements and pertinent information to the membership. Such programs will be open to the public.

ARTICLE 9: 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 Board of Directors

ARTICLE 10: CONDUCTING VOTES: Voting on all matters, including amendment of bylaws and the election of the 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 voting member.

ARTICLE 11: COMMITTEES

1. Committee formation: The board may create committees as needed to work on specific issues facing the organization.

2. Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board of directors.

ARTICLE 12: AMENDMENTS TO THE BYLAWS: These bylaws may be amended when necessary by a two-thirds majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

ARTICLE 13: 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 14: FISCAL YEAR: The Fiscal year of the corporation shall be from January 1 to December 31.

ARTICLE 15: 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.