

# **The CUPOLA GALLERY**

## **(AN ARTISAN CO-OP)**

### **BYLAWS**

#### **Article 1. General**

- A. The name of the organization shall be “The Cupola Gallery” (Gallery).
- B. The mission of the Gallery is to develop appreciation for the arts in the community by providing a place for artists to cooperatively display, sell and teach art.
- C. The Gallery shall be managed by a Board of Directors (Board).
- D. The Board shall manage the Gallery to accomplish the Gallery’s mission.

#### **Article 2. Board of Directors**

- A. The Board shall consist of the following Officers: President, Vice President, Secretary, Treasurer, Gallery Manager and no less than two Members at Large.
- B. The term of office of each Board Member shall begin on the first day of January, and shall run two calendar years. A person shall not serve in any single Board position longer than six (6) consecutive years.
- C. Any Board Member may be removed from office by a two-thirds vote of the entire Artist Membership. Notice of the proposed removal of a Board member must be given to such Board Member not less than seventy-two (72) hours prior to the date of the meeting at which such removal is to be voted upon. Such notice to the Board member must state the cause for the proposed removal.
- D. Unexcused absence from three (3) consecutive meetings of the Board shall be due cause for removal of a Board Member.
- E. Any vacancy occurring in the Board shall be filled from the Artist Membership by appointment of the Board. Such appointee shall serve during the unexpired term of the Board Member.

### **Article 3. Duties of Board Members**

A. The President shall supervise all activities of the Gallery; call and preside over all meetings of the Board and perform all duties inherent to the office.

B. The Vice President shall act for the President in his/her absence and perform such other duties as the President may direct.

C. The Secretary shall keep all records of the Board. The Secretary shall produce and publish minutes of all Board and Membership meetings.

D. The Treasurer shall receive and account for all funds belonging to the Gallery, maintain bank accounts in depositories designated by the Board, and render periodic financial reports. Disbursement of funds shall require two (2) signatures. Those authorized to sign shall be the President, Vice-President and Treasurer. There shall be an annual audit by a qualified person(s) selected by the Board.

E. The Gallery Manager chairs the Gallery Committee, oversees daily operations of the Gallery's storefront, ensures the storefront is staffed and monitors compliance with Gallery Procedures.

F. The Members at Large shall perform the duties assigned by the Board.

G. The Board shall produce a Gallery Procedures Manual that outlines the rules and regulations of the Gallery.

H. The Board shall be responsible for establishing annual budgets, cash reserves and other financial matters for approval by the Artist Members.

### **Article 4. Election of Officers**

A. Officers shall be elected by a majority of the Artist Members in odd years at the November Membership Meeting and shall take office in January of the following year.

B. The Board shall appoint a nominating committee of 3 persons in October before the election. This committee shall collect candidate names and prepare a ballot for inclusion in the agenda of the November meeting. Nominations for officers from the floor in the meeting shall be included in the vote.

C. Artist Members in good standing that do not attend the meeting can have their vote counted if they submit a signed vote to the President by the date of the election.

## **Article 5. Membership**

A. The Gallery shall be composed of Artist and Patron Members.

- Artist Members are juried into the Gallery and must be in good standing. Artist Members are eligible to serve on the Board and display their artwork. Artist Member categories shall be established by the Board.
- Patron Members may be a person, company or organization that annually supports the Gallery and are eligible to serve on the Board. Patron Member categories shall be established by the Board.

B. Artist Members are required to attend Membership Meetings, participate in at least one Committee and to work at the Storefront in accordance with Gallery Procedures established by the Gallery Committee.

C. The image of the Gallery is reflected by the conduct of its individual members. Complaints about the conduct of any member that affects the welfare of the Gallery will be accepted only in writing to the Board. Personal complaints or criticisms shall not be aired in open meetings. The Board will hold separate meetings with each party involved and each party shall be given the opportunity of a full hearing. If the facts support the complaint, a formal letter of reprimand will be issued. Two such letters will call for automatic expulsion from Membership.

D. To be in good standing Artist Members must be up to date on financial obligations, abide by these Bylaws and their Artist Member Contract. The Board may, at any time, revoke the good-standing status of a member if these obligations are not met.

E. Artist Members that wish to change their artwork media from that

## **Article 6. Standing Committees**

A. Standing committees are: Jury, Gallery, Education and Publicity.

- Jury Committee determines entrants into the Gallery. The Board shall act as the Jury Committee.
- Gallery Committee is responsible for management and maintenance of the Gallery's storefront and website.
- Education Committee is responsible for planning and organizing of the educational program and recruitment of qualified teachers.
- Publicity Committee is responsible for public relations, newsletters, news releases, advertising, and customer mailings/emails.

B. The Board shall recruit and approve Artist Members as Chairpersons to the Gallery, Education and Publicity Committees in even years following the election of Officers.

C. The Board may create other committees from time to time to assist in the performance of the Gallery's mission.

D. The Committees shall produce, for approval by the Board, procedures that may be necessary for professional operation of the Gallery.

### **Article 7. Contractual Agreements**

A. The Board shall oversee all contractual agreements including Artist Membership Contracts and third party contracts such as leases, insurance, etc.

- Artist Membership Contracts shall define Gallery and Artist Member responsibilities.
- Artist Membership Contracts may be amended only by a vote of the Members at an Artist Membership meeting.

B. All contracts shall be approved by the Board and shall be executed by at least two (2) Officers of the Board. Those authorized to sign shall be the President, Vice-President and Treasurer.

### **Article 8. Board Meetings**

A. Board meetings shall be conducted monthly or as decided by the President. The President shall notify the Board of the meetings. An agenda shall be distributed not less than seventy-two (72) hours in advance of the meeting.

B. Adoption of any matter voted on requires a quorum of the Board. A quorum shall consist of two-thirds of the Board. Approval of any matter shall require a majority vote of such quorum.

### **Article 9. Artist Member Meetings**

A. Artist Member meetings shall take place monthly or as decided by the Board. The President shall notify the Artist Members of the meetings. An agenda shall be distributed not less than seventy-two (72) hours in advance of the meeting.

B. Adoption of any matter voted on requires a quorum of the Artist Members in good standing. A quorum consists of two-thirds of the Artist Members. An approval of any matter shall require a majority vote of such quorum.

#### **Article 10. Parliamentary Procedure**

The Board and Artist Membership meetings shall be conducted in accordance with Robert's Rules of Order, revised version.

#### **Article 11. Bylaw Amendments**

These Bylaws may be amended by a vote of the Artist Membership at an Artist Membership meeting.

#### **Article 12. Fiscal Year**

The fiscal year for the Gallery shall begin on January 1 and end on December 31.

#### **Article 13. Dissolution**

If dissolution of this organization becomes necessary, a majority of the total Artist Membership shall decide, and the Board shall dispose of all assets in accordance with the requirements of the Gallery's Washington State Articles of Incorporation.