

Article 1: Purpose

The Atascadero Art Association, herein after referred to as the Association, is a public benefit corporation to promote appreciation of art and foster and encourage young artists; to work in cooperation with other organizations to preserve Atascadero history and beautify Atascadero; and to promote and encourage the establishment of a place to show and preserve art.

Article 2: Guiding Documents

CCC Ref: 5150, 5215, 5222

The Association operates within the regulations of the State of California for Public Benefit Non-Profit Corporations. The Articles of Incorporation state the purpose of the organization. The Bylaws set forth general policy for the makeup of the Art Association Board, membership, voting and record retention. Changes to Articles and Bylaws must be sent to the State of California as required by law. Standing Rules define details of operations, updated as needed to reflect changes in activities and membership. Standing Rules are amended by a majority vote of the Association Board. The Board may amend Bylaws, unless the change affects member voting rights.

Article 3: Association Board

CCC Ref: 5140, 5150, 5151, 5210, 5211, 5213, 5220, 5222, 5224

The Association Board consists of Director(s) and Executive staff. The term of office for Directors and Executive staff will be set out in the Standing Rules and conform to the allowable terms under State law.

The Association Board shall consist of at least one, but no more than three Directors, elected by the eligible members.

At a minimum, the Board Executive staff shall consist of a President, a Secretary, and a Treasurer, elected by the eligible members. The Board may have a separate or combined Secretary and Treasurer position, and one or more Vice Presidents as determined to be needed by the Board, to manage and conduct the business of the Association. The Board will appoint individuals to fill vacant positions between elections. All Directors and Executive staff are voting members of the Board. The Board may also create committees and appoint Association members as committee chairs. Committee chairs report to the Board, but are not Board members and are not eligible to vote at Board meetings.

Attendance at an Association Board meeting may be restricted by the Board in the Standing Rules.

In the event of a State declared emergency, one of the executive staff may assume the role of a Director as needed to allow business to be conducted. The temporary Director position will be assigned as outlined in the Standing Rules.

In general, the Director(s) will define the business of the Association each year, in consultation with the Executive staff. The President generally calls and chairs the Board meetings. The Secretary maintains records of the Board and membership meetings. The Treasurer accounts for Association funds and completes monthly and annual reports, and collects and disperses funds in Association business. A Vice President acts for the President in their absence. Details of the work of each position are outlined in the Standing Rules, along with miscellaneous duties to be undertaken by Board members.

A quorum of the Association Board for purposes of taking action, is three members. The three person quorum includes two Directors, when two or three Directors have been elected, or one Director when only one Director has been elected, in accordance with State law.

Article 4: Membership, Member Meetings and Member Voting

CCC Ref: 5033, 5034, 5140, 5151, 5510, 5511, 5512, 5513, 5517, 5520, 5611, 5613

Any interested person may be a member of the Association by paying an annual dues and participating appropriately in membership activities. Dues and membership options will be set in the Standing Rules.

The primary member is the "eligible" member for purposes of voting when memberships allow for inclusion of others under a single membership application. All primary (paying) members and Life members are eligible to vote. Honorary members are not eligible to vote, per State law. Proxy voting is not allowed.

Generally voting of the membership will be done via a hybrid system, including options for vote by mail or vote in person at a general membership meeting. Specific dates and locations for nominations and voting will be set annually by the Board. Members will notified via email or first class postal mail of the dates, times, and places in advance as required by State law.

A quorum for member voting shall be one quarter of the eligible members, with approval by majority of cast votes of the eligible members.

Member meetings will be held on dates, times and at locations noticed to the members through mail or email addresses provided by the member.

Article 5: Record Retention

CCC Ref:6320

The Association will retain the following records required by State Law: Member lists, Meeting Minutes, Financial Reports, Articles of Incorporation, Bylaws, Standing Rules. Records will be reproducible, and will generally consist of a combination of paper copies and electronic copies of records as determine appropriate by the Board and specified in the Standing Rules.

Article 6: Spending

CCC Ref:5140

The Association Directors are responsible for spending decisions of Association funds and sale of Association physical assets in accordance with the purpose and goals of the Association. No deficit spending is allowed. The Board will maintain two authorized Board members on any financial accounts, typically a Director and the Treasurer.

Article 7: Dissolution or Merger

In the event there are not at least four people volunteering and elected to be Board members as part of the regular election process, the Board will have the authority to Dissolve or Merge the Association. The members will be provided notice of the Board decision through their listed contact information. The Association will dissolve or merge with another non-profit in accordance with regulations of the State of California governing non-profit organizations, and the Association's Bylaws and Standing Rules.

Approved by Board to Forward to Members for Approval: June 14, 2023
Date

Adopted by Members: December 15, 2023
Date

Certified By: s/ K. A. A.
Executive Board Secretary