

BYLAWS OF RIDGEFIELD ART ASSOCIATION

ARTICLE I

NAME OF ORGANIZATION

- A. The name of this organization shall be the "Ridgefield Art Association." In this document the organization may also be referred to as the "Association." The Ridgefield Art Association may also be referred to as the "RAA."
- B. This Association shall operate in Ridgefield, WA and the greater Clark County Community of Southwest Washington State.

ARTICLE II

ORGANIZATION PURPOSE

A. Nonprofit Purpose

- 1. This Association is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501c3 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 2. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501c3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to another Ridgefield nonprofit organization to be determined by a majority vote.

B. Specific Purpose

- 1. Create an environment that allows all forms of art to flourish in the Ridgefield, WA community.
- 2. Promote Ridgefield as an arts and culture community and bring artists together.
- 3. Showcase local talent and participate in events that benefit artists and culture in the community.
- 4. Work towards the development of a permanent creative arts center, arts district and gallery in Ridgefield.
- 5. Create a network for mentoring artists of all ages while providing encouragement and education through scholarships and grants to the local academic community.
- 6. Participate in ongoing artist development of the community.

ARTICLE III

Membership

- A. Any person with an interest in art is eligible to be a member of the Association. Membership is open to all interested persons without regard to Age, Gender Identity, Sexual Orientation, Race, Religion, Disability or National Origin.
- B. A person wishing to become a member of the Association shall apply for membership in such manner as may be designated by the Board of Directors.
- C. Active membership shall consist of all members in good standing.
- D. To be in good standing a member must not be delinquent in the payment of dues. Members whose dues are in arrears for more than (3) months shall be dropped from the membership roll.
- E. Other than being delinquent in the payment of dues, a person may be found to not be in good standing if:
 - 1. The member has been using the name of the Association in conjunction with a business or commercial activity without the express written consent of the Board of Directors; provided, however, that this provision does not prevent any member from mentioning membership in the Association.
 - 2. The member has committed a willful violation of the Bylaws and/or willful violation of the policies adopted by the Board of Directors.
- F. The Board of Directors has sole authority to determine if a member is not in good standing. The Board of Directors may, but is not obligated, to give the member an opportunity to be heard prior to making this determination of member status.

ARTICLE IV

Dues

- A. Members shall pay yearly dues, the amount to be determined by the Board of Directors. Annual dues once paid are non-refundable.
- B. Annual dues are payable at the January regular meeting and delinquent after March 31st.
- C. Dues may be waived or adjusted in specific cases by the Board of Directors by majority vote when the payment of dues would constitute a hardship or is a worthy member.

ARTICLE V

Board of Directors

- A. The affairs of the Association are to be governed by a Board of Directors consisting of not less than five (5) nor more than seven (7) Directors, with the exact amount to be determined by the Board of Directors.
- B. It is the duty of the Board of Directors to determine the policies of the Association and to govern the financial affairs of the Association. The Board of Directors shall also determine the additional duties of the officers.
- C. The elected officers of the Association may also be members of the Board of Directors as well as members-at-large to bring Board count to level as described in Article V-A. Members-at-large will be elected to the Board and can be any member in good standing.
- D. The Directors are elected to two (2) year terms at the annual membership meeting and may be staggered in alternate years to avoid having all new Directors elected in the same year.
- E. Vacancies on the Board of Directors shall be filled by majority vote of the remaining Directors, with the electee to fill the unexpired term of the Director being replaced.
- F. The members may recall a director for any reason by a vote of seventy-five percent (75%) of the membership at a regular membership meeting or a special membership meeting called by the Board of Directors for a membership vote.

ARTICLE VI

Meetings

- A. Regular meetings of the general membership shall occur a minimum of 10 times/year specified by the President.
- B. The regular meeting in September shall be designated as the annual meeting.
- C. The Board of Directors shall meet at least quarterly at the call of the President.
- D. Special meetings of the membership may be called by the President or on written application of five (5) members made to a board member who shall notify all members not less than one (1) week prior to the meeting stating the purposes of the meeting. No other business may be transacted at a special meeting.
- E. A quorum of the membership consists of members in good standing in attendance. A quorum of the Board of Directors consists of a majority of the Board of Directors currently in office at the time of the meeting.
- F. Business at any meeting of the members shall be passed by a majority of those members in good standing who are in attendance and voting.
- G. Business at any meeting of the Board of Directors shall be passed by a majority of those participating and voting, either in person or virtually.
- H. No member or Director may vote by proxy.

- I. Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

ARTICLE VII

Duties of The Board of Directors

- A. The officers of the Association shall be a President, Vice President, Secretary and Treasurer.
- B. The officers of the Association shall be elected by the membership at the annual meeting of the membership.
- C. The officers shall serve a term of two (2) years:
1. Terms of officers will be staggered in alternate years with the President and Treasurer voted on in one year and the Vice President and Secretary voted on in the following year.
- D. A vacancy in any office may be filled by the Board of Directors, with the electee to fill the unexpired term of the officer being replaced.
- E. **The President:** Shall preside at all meetings of the Association and of the Board of Directors; shall appoint chairmen of all committees and be an ex officio member of all committees except the nominating committee; may appoint special committees as required; and shall present a state of the Association report at the annual meeting.
- F. **The Vice President:** Shall perform the duties of the President in their absence and is first in succession to the Presidency; shall undertake such other duties as the President may assign.
- G. **The Secretary:** Shall keep minutes of the general meeting, Board of Directors meetings and any special meeting called; shall take a roll of attendance; read selected communications and handle such correspondence as requested; and shall be a custodian of all records of the Association other than financial records, including a roster of members in good standing. The Secretary is third in succession to the Presidency.
- H. **The Treasurer:** Shall receive and deposit all revenues of the Association; shall pay the bills of the Association and disburse all moneys as the Association may direct; shall maintain a complete and accurate account of all funds received and disbursed; shall give a statement of finances upon request and present a complete financial report at the annual meeting; shall maintain a record of dues paid by members; and do annual filings to corresponding revenue agencies.

ARTICLE VIII

Committees

- A. The Directors may establish one or more committees to carry out such projects and/or affairs of the Association as may be delegated to them by the Directors. The committees and their members serve at the pleasure of the Directors and shall have no powers except as expressly delegated to them by the Directors.

ARTICLE IX

Amendment

- A. These Bylaws may be amended without any prior notice at the annual meeting of the members. They may also be amended at any special meeting of the members if the notice of the special meeting stated that the amendment of the Bylaws would be on the agenda and the proposed amendment was furnished to the members with the notice of the special meeting of the members.
- B. Members may initiate Amendments or Bylaw changes by submitting proposals to any Board member. The Board will review and edit these proposed changes as necessary and present them to the membership as described in Article IX-A.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this Association and we consent to and hereby do adopt the foregoing Bylaws consisting of five (5) preceding pages as the Bylaws of this Ridgefield Art Association.

ADOPTED AND APPROVED by the Board of Directors and Membership on this 23rd

Day of Jan, 2024

Maurcen O'Reilly

Maurcen O'Reilly, President – Ridgefield Art Association
(printed name)

Kirt Minnich

ATTEST: Kirt Minnich, Secretary – Ridgefield Art Association
(printed name)