

PELICAN BAY ARTS ASSOCIATION, INC. BY-LAWS AND POLICIES

Revised May 14, 2025

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BY-LAWS

PELICAN BAY ARTS ASSOCIATION, INC.

ARTICLE 1: NAME, PURPOSE AND PROPERTY

Section 1. The name of this corporation is Pelican Bay Arts Association Incorporated, an Oregon non-profit corporation. These by-laws shall refer to the corporation as “the corporation.”

Section 2. The purpose of this corporation is to promote, through education, the appreciation, distribution, and enjoyment of the fine arts and crafts.

Section 3. Property. Pelican Bay Arts Association owns the following property: Manley Art Center and real property located at 509 Pine Street, Brookings, Oregon. The office of record shall be 433 Oak St., Brookings, Oregon.

ARTICLE 2: MEMBERSHIP AND DUES

Section 1. Anyone who is interested in the arts and their development may become a member upon payment of the required dues. Youth or student members under 18 years of age are expected to participate in the same manner as adult members. Parents or guardians of members under 18 years of age are ultimately responsible for their children.

Section 2. Dues are payable January 1st of each year. Any member who fails to pay their dues on or before the following March 1st is not in good standing and is not eligible for member benefits.

Section 3. Individual members shall have one (1) vote. A family membership shall have a maximum of two (2) votes.

Section 4. Every member shall furnish the corporation with a mailing address, telephone number, and e-mail address, in order to be notified of meetings or other activities.

Section 5. The Board of Directors shall ensure that a current membership list is maintained.

ARTICLE 3: MEETINGS

Section 1. Meetings of the Board of Directors will be held monthly and general meetings held at least quarterly, with meeting dates to be determined by a vote of the Board of Directors. Board and general membership meetings may be held remotely using social meeting platforms such as ZOOM, etc. or via email (Board only for email). The Board has the discretion to meet less often than monthly but must meet at least quarterly. In the event of a public health or other community-wide emergency, meetings may be cancelled.

Section 2. Special meetings may be called at any time by the President or by the Board of Directors or by a petition signed by members representing one-tenth (1/10) of the voting membership. Notices of special meetings must be issued to all resident members at least three days prior to the day on which such meeting is held. Only that business which is in the notice may be transacted at such meetings. Notice may be made by telephone, mail, or e-mail. If by mail, notices will be deposited in the post office, addressed to members with fully prepaid postage.

Section 3. An emergency meeting of the Board of Directors may be held at the request of any board member. Business may be conducted by any means agreed upon by all board members once they have been notified.

Section 4. Voting. Each member in good standing shall be entitled to vote on each matter submitted to a vote. The presiding officer of any meeting shall be entitled to vote and to participate in all matters.

Section 5. A majority of the board members in attendance at any board meeting shall constitute a quorum. Any measure receiving a majority of the vote at a meeting at which a quorum is present shall constitute a legally adopted measure.

Section 6. Seven or more eligible voters in attendance at any general meeting shall constitute a quorum. Any measure receiving a majority of the vote at a meeting at which a quorum is present shall constitute a legally adopted measure.

Section 7. Meetings shall include:

- Approval of minutes of the last meeting
- Treasurer's Report
- Reports of Standing Committees
- Reports of Special Committees

Section 8. The order and conduct of business will follow the published agenda.

Section 9. In all matters not specifically covered in these by-laws, "Robert's Rules of Order" shall govern.

ARTICLE 4: NOMINATIONS AND ELECTIONS

Section 1. A nomination committee composed of not less than three members, with one designated as Chairperson, shall be appointed by the President at least thirty days prior to the election. This committee shall present at the general meeting in October a slate of nominees, while other nominations may be made from the floor.

Section 2. The officers shall be elected at the November general membership meeting by a method deemed admissible by the Board of Directors.

Section 3. All officers of the corporation shall serve for one (1) year and may be eligible for continuing terms.

Section 4. Terms of office for directors shall begin in January of the year following their election.

ARTICLE 5: BOARD OF DIRECTORS

Section 1. The officers of the corporation shall constitute the Board of Directors. All officers must be members in good standing. The Board of Directors shall have charge of the affairs of the corporation, shall manage and control its property, and shall have the power to fill vacancies in the offices and on the board.

Section 2. Each member of the Board of Directors shall have one vote. Only board members shall vote at meetings of the Board of Directors

Section 3. The officers of the corporation shall be elected at the general meeting in November. The following officers shall be elected and shall hold office for one (1) year or until their successors have been regularly elected: President, Vice President, Recording Secretary, Treasurer, and Director at Large.

Section 4. President. (a) The President shall preside at all meetings of the members and of the Board of Directors unless otherwise ordered by the board. (b) The President shall perform all the duties that regularly pertain to the office, and shall be subject to the Board of Directors. (c) The President shall be an ex-officio member of all committees except the Nomination Committee (See Article 4, Section 1).

Section 5. Vice President: In the absence of the President, the Vice President shall assume the duties of the President. The Vice President shall act as primary contact for all coordinators.

Section 6. Recording Secretary: The Recording Secretary shall keep the minutes of the meetings and perform such duties as may be directed by the board. The Recording Secretary shall be responsible for maintaining files of the minutes and other documents of the corporation. In addition, the Recording Secretary shall be responsible for filing election dates, resignations, and appointments.

Section 7. Treasurer: The Treasurer shall be custodian of the funds of the corporation. The Treasurer shall:

Ensure all bills incurred are paid.

Ensure that an accurate account of all receipts and expenditures is kept.

Make a written report at each meeting and prepare an annual budget to be presented to the Board of Directors in November.

Make an annual report in writing on the financial condition of the corporation, which will become a part of the minutes of the January meeting.

Ensure that all required tax documents for the State of Oregon and the Federal Government are filed.

Provide oversight of the endowment fund to ensure that the "Resolution for Establishing a Special Fund" adopted by the corporation on October 7, 1982 is followed.

In general, perform all the duties incident to the office of the treasurer and such other as may be assigned to the Treasurer by the President or the Board of Directors.

Section 8. Director at Large. The Director at Large will be available to assist or replace any of the other directors in their duties as necessary. The Director at Large shall be the building coordinator, or as an alternative, act as back-up coordinator when a vacancy occurs.

Section 9. Should the Recording Secretary or Treasurer be absent or unable to act, the president shall appoint a person or persons to perform their duties.

Section 10. The Board of Directors shall appoint a Newsletter Editor, Gallery Exhibits Coordinator, Building Facilitator, and others as needed.

Section 11. The members shall have the power to remove a member of the Board of Directors at a special meeting called for that purpose with a 2/3 majority vote of the membership.

ARTICLE 6: CORPORATION FUNDS

Section 1. No person shall receive compensation for services in the capacity of officer or general member. This provision shall not be construed as to prevent the payment of compensation to an officer or member for valuable services performed in any special capacity. The amount of compensation must be approved by the board before the service is performed.

Section 2. The Board of Directors shall present a budget for the coming year to members for approval each December. All expenditures in excess of the budget must be voted on by the members.

Section 3. All monies shall be deposited in corporation accounts as decided by a vote of the Board of Directors. All expenditures shall be drawn upon the accounts by check executed by one of the following: The President, Vice President, Treasurer, or an agent designated by the Board of Directors. Such transactions shall be recorded in a journal.

Section 4. The fiscal year of the corporation shall be January 1st to December 31st. The financial records of the corporation shall be closed on December 31st of each year.

Section 5. No member or group of members can commit the corporation to an event, activity, program or expenditure not approved by the Board of Directors.

ARTICLE 7: AMENDMENTS

Section 1. To amend, repeal, or adopt new by-laws, all proposals shall be presented to the membership in writing at a general meeting and shall be placed in the hands of the Secretary for reading. After reading, it shall lie over until the next general meeting at which time it shall be read again and voted upon.

Section 2. Members cannot suspend operation of these by-laws to meet emergency cases except as provided in these by-laws or under a local, state or federal emergency that directly effects the daily operation, the safety of the membership or assets owned by the corporation.

ARTICLE 8: NON-DISCRIMINATION POLICY

Section 1. It shall be the operational policy of this corporation not to discriminate against any person on the basis of race, color, sex, sexual orientation, religion, creed, marital status, national origin, disability, or political belief.

ARTICLE 9: MANLEY ART CENTER

Section 1. In accordance with the provisions of the "Resolution for Establishing a Special Fund" adopted by the corporation on October 7, 1982, the Manley Art Center is operated by the Board of Directors.

Section 2. The operating expense of the Manley Art Center is under-written by the Pelican Bay Arts Association Studio Endowment Fund established by donations for this purpose. This fund is open for future gifts and donations by both members and non-members, and all money given to the fund will be invested. The principle will remain untouched, and the income from it placed in a corporation account.

All income generated by the fund is to be used:

- (1) To discharge obligations of Manley Art Center
- (2) To maintain the property at 509 Pine St., Brookings, Oregon
- (3) For capital improvements
- (4) To enlarge the principal amount of the Pelican Bay Arts Association Endowment Fund.

Section 3. The Board of Directors will be responsible for the use of the building, its finances, and all other matters which affect Manley Art Center.

ARTICLE 10: DISSOLUTION

Section 1. This corporation may be dissolved by a majority vote if the proposition be first presented at a general membership meeting and voted upon at the following general meeting, of which all members whose address is known shall have ten (10) days written notice.

Section 2. In the eventuality of dissolution, Manley Art Center and the real property at 509 Pine Street, Brookings, Oregon is to be deeded to the City of Brookings by the Pelican Bay Arts Association under the terms of the deed. The Pelican Bay Arts Association Studio Endowment Fund must also be turned over to the City of Brookings with specific instructions that it remain an endowment, with income to be used for the improvement of Stout Park.

Section 3. Upon dissolution of the corporation, funds and assets remaining after all bills have been paid shall be given to Chetco Community Public Library, Brookings, Oregon, providing that the Chetco Community Library is either a nonprofit organization or a statutory library operation under the laws of the State of Oregon.

2014 By-law Revision Committee

Cilde Grover, Pete Chasar, Violet Burton, Katrina Parke, Barbara Jervis

2019 revision – Article 5, Section 7 and Article 6, Section 3.

Revisions made to accommodate using a bookkeeper for the financial records.

2020 By-law Revisions Committee

Chaney Delaire, Tory Bowen, Leslie Wilkinson

Revision summary- to remove the words “and Gallery” throughout; to add the word “membership” throughout when referring to general meetings; to amend Article 2, Section 1 to include youth and student memberships; to amend Article 3, Sections 1 and 3 adding more flexibility for meeting frequency and formats; to amend Article 5 Section 7 proving for the Treasurer to issue monthly written reports and an annual budget; to amend Article 5 Section 11 adding a 2/3 majority vote for removal of a Board member, and to amend Article Section 2 adding additional language regarding emergencies.

2025-05-14 Revision by Member Approval (Natalie Cornish)

By approval of the members during the 4/24/25 Members Meeting, modification to the date in Article 2 (Membership and Dues), Section 2 - indicating to remain in good-standing, payment of dues are due on/before March 1st rather than April 1st.