

GALLERY LOS OLIVOS

BY LAWS

2920 Grand Avenue
P O Box 911
Los Olivos, CA 93441

September 1995, amended June 13, 2005, amended June 14, 2010, amended October 8, 2018

<u>PAGE</u>	<u>ARTICLE</u>	<u>CONTENT</u>
1	I	Name
1	II	Purpose
2	III	Membership
2	IV	Board of Directors
3	V	Officers
3	VI	Standing Committees
4	VII	General Meetings and Activities
5	VIII	Elections
5	IX	Financial Obligations
6	X	Exhibits
6	XI	Policies
7	XII	Dismissal of a Member
7	XIII	Voluntary Dissolution of the Corporation
8	XIV	Non-liability of Directors and Officers
8	XV	Amendment of these By Laws

ARTICLE I

Name

The name of this organization shall be GALLERY LOS OLIVOS, INC., hereinafter referred to as “the Gallery.”

ARTICLE II

Purpose

Gallery Los Olivos, a mutual benefit organization, was incorporated to promote visual fine art and to encourage regional artists. The corporation’s purpose is to provide a vehicle (i.e., a co-operative gallery) for members to show and sell their work.

ARTICLE III
Membership

- Section 1 In accepting membership in the Gallery, members undertake and agree to abide by these By Laws and all duly established, documented Gallery policies and procedures, standards and guidelines.
- Section 2 Members shall have the right to sell work exhibited in the Gallery in an individual exhibit space or in a featured artist show. They shall be informed of all activities, have voting privileges, and be entitled to hold office.
- Section 3 Qualification of an artist for membership shall require approval of representative works by the Gallery Membership and Jurying Committee. An artist who creates more than one type of art (paintings and other original wall art, photography, sculpture, ceramics, jewelry, or other fine-art categories accepted by the Gallery) may submit examples of only one type to be juried for eligibility for membership. Membership may be awarded when individual exhibit space is available, subject to consideration of the best interests of the Gallery. A member who wishes to display another type of art must submit examples for jurying.
- Section 4 Members have a responsibility to take an interest in the Gallery and to perform reasonable duties requested by the Board.
- Section 5 Members shall be provided documentation of all Gallery policies, display standards, and guidelines not included herein whenever established or modified.

ARTICLE IV
Board of Directors

- Section 1 The business and affairs of the Corporation shall be managed by a Board of Directors (herein referred to as “the Board”) comprised of elected officers, the Gallery Manager, and directors of standing committees. The outgoing President shall automatically become a voting member of the Board for the upcoming year.
- Section 2 The number of directors shall be not less than 7 nor more than 11 with the exact number to be fixed, within these limits, by approval of the Board.
- Section 3 A majority of the number of directors established by the Board in accordance with the By Laws section IV.2 shall constitute a quorum. Board actions shall require approval by a majority of the Board members present at a meeting or by a majority responding to a poll of the entire Board (hereinafter referred to as “approved by the Board”).
- Section 4 The meetings of the Board shall be held at least three (3) times a year.

Section 5 All disbursements must be approved in advance by the Board, either through the budgeting process, advance delegation, or by special action.

Section 6 When an Office, Gallery Manager, or Directorship position is shared by more than one member the position may cast only one vote in Board actions.

ARTICLE V Officers

Section 1 The following officers shall be elected annually for a one-year term:

- A. The President serves as presiding officer and spokesperson, and shall be responsible for appointing the Gallery Manager, Directors of all standing committees, and *ad hoc* committees. The Gallery Manager and Directors of standing committees must be approved by the Board.
- B. The Vice President shall share the responsibilities of the President and in the President's absence or inability to serve shall perform these duties.
- C. The Secretary shall take minutes, prepare letters and respond to correspondence.
- D. The Treasurer shall be responsible for collecting, safeguarding and disbursing of all funds, and for maintaining records. The Treasurer shall report on the financial condition of the Gallery and shall sign all contracts approved by the Board.

Section 2 The President and Vice President may serve consecutively no more than two (2) one-year terms unless another candidate is not elected by the membership following the provisions of Article VIII.

ARTICLE VI Standing Committees and Gallery Manager

Section 1 Publicity Director and Committee
Shall prepare or coordinate Gallery advertisements and publicity. Shall assist artists with preparation of publicity for Featured Artist shows by providing guidelines and relevant information. Shall review for adherence to Gallery Guidelines any other publicity by members that mentions affiliation with the Gallery.

- Section 2 Gallery Sitting Director and Committee
Shall coordinate the Calendar of the Gallery Sitters, verify dates, and be responsible for having each day covered by a qualified sitter.
- Section 3 Featured Show Director and Committee
Shall coordinate the Calendar for the monthly Featured Artist shows; shall prepare and recommend guidelines for staging Featured Shows and receptions, and shall monitor for adherence to guidelines.
- Section 4 Gallery Membership and Jurying Director and Committee
Shall examine and judge representative work of applicants for membership for excellence of quality and professionalism, shall keep a waiting-list of artists selected as prospective members, and shall select a new member when a rental space becomes available. Shall examine and judge work of current members, as needed, to allow an additional medium to be shown in individual spaces or featured shows.
- Section 5 Gallery Presentation Director and Committee
Shall monitor the displays of members to ensure maintenance of quality and professionalism, and shall make necessary suggestions for improvement.
- Section 6 Gallery Manager
Shall interface with the property manager and service providers to keep the premises and in good condition, including maintenance and utility companies; shall interface with the bookkeeper, in coordination with the treasurer; shall order supplies; shall update and coordinate wall assignments and publish an updated wall map prior to each wall change meeting; shall change the lights when they burn out and deal with the issues that require a local presence, such as picking up the mail.

ARTICLE VII
General Meetings and Activities

- Section 1 The Board shall schedule General Membership meetings and other events.
- Section 2 Members shall be notified of the agenda prior to a General Membership meeting.

ARTICLE VIII
Elections

- Section 1 Officers shall be elected annually for the upcoming year by majority vote of ballots cast by members in person or by proxy at the Last General Membership Meeting of the year (hereinafter referred to as “Election Meeting”).
- Section 2 A Nominating Committee shall be appointed by the Board at least 30 days prior to the Election Meeting, or the Board shall serve as the Nominating Committee.
- Section 3 A slate of nominees for office shall be prepared by the Nominating Committee and a ballot shall be distributed to members at least 15 days prior to the Election Meeting by electronic or regular mail.
- Section 4 Additional nominations may be made by members in advance of the Election Meeting or from the floor by members attending, subject to agreement by the members being nominated.

ARTICLE IX
Financial Obligations: Dues, Fees, Rents, Commissions

- Section 1 Non-refundable initial membership fee and non-refundable annual dues shall be recommended by the Board and approved by a majority vote of the members at a general membership meeting.
- Section 2 Dues are payable annually on January 1 and are delinquent January 15.
- Section 3 Rent is due on the first (1st) of each month and is delinquent on the fifth (5th) day of the same month.
- Section 4 Rental rates for exhibit spaces shall be set by the Board and approved by a majority vote of the members at a general membership meeting.
- Section 5 The fee for Featured Artist Shows, which may be shared by the featured artists, shall be recommended by the Board and approved by a majority vote of the members at a general membership meeting.
- Section 6 The Gallery may deduct a commission from all sales. The commission rate structure shall be recommended by the Board and approved by a majority vote of the members at a general membership meeting.
- Section 7 Each member is required to sit one day each month or pay a fee. Fees for not sitting and compensation for sitting shall be set by the Board.

- Section 8 Entry fees for members participating in Gallery-sponsored group shows on or off the premises may be set by the Board.
- Section 9 All revisions of regularly imposed financial obligations shall be listed and distributed to members.
- Section 10 The Gallery has to right to withhold payment of proceeds from a member's sales to offset any delinquent amounts owed by that member.
- Section 11 The Gallery is not required to refund or prorate rent, fees or dues.

ARTICLE X
Exhibits

- Section 1 The Gallery shall schedule monthly group or featured artist shows by one or more members to be exhibited in the front showroom.
- Section 2 The Gallery shall offer appropriate facilities for display and sale of art work.
- Section 3 All exhibits must comply with the Gallery Los Olivos Display Standards.
- Section 4 Gallery spaces shall be rotated in a consistent protocol at least three times each year, preferably on days coinciding with General Membership meetings. Each member shall be responsible for leaving the space ready for the next occupant.

ARTICLE XI
Policies

- Section 1 The Gallery shall not display or distribute any advertising, endorsement or solicitation (e.g., brochures, announcement of teaching events, exhibits) of artists or organizations who are not members of the Gallery.
- Section 2 Gallery members shall not remove items from another member's display unless requested to do so by that member.
- Section 3 Gallery members must not remove or rearrange artwork of any membership exhibit (front showroom); work entered in the show must remain hung until the end of the exhibit unless sold and removed by the buyer. Artists may replace purchased work.
- Section 4 Gallery members shall not advertise under the name Gallery Los Olivos for individual promotion unless that person is the featured artist. If the name Gallery Los Olivos is used in any other promotional material (printed, electronic or other) the text must be approved by the Publicity Director prior to publication.

- Section 5 Featured artists shall hang their shows as scheduled on the Featured Artist Calendar and follow the guidelines for Featured Artist Shows.
- Section 6 Members who sit at the Gallery to handle sales shall follow the instructions provided for sitting at Gallery Los Olivos.
- Section 7 Photographing art exhibited in the Gallery, either by visitors or other members, is not permitted unless authorized by the Board or by the member whose art is photographed.

ARTICLE XII
Dismissal of a Member

- Section 1 A member who has failed to pay rent or dues or other fees as required by Article IX of these By Laws shall be notified in writing and will be allowed three (3) days to pay before their artwork may be removed from their rented space and their membership terminated at the discretion of the Board.
- Section 2 If a member does not abide by these By Laws and fails to perform duties of a member in a professional manner, the Board, by majority vote, may give notice in writing to the member of their pending dismissal. If the deficiency is not corrected satisfactorily, membership may be terminated at the discretion of the Board.

ARTICLE XIII
Voluntary Dissolution of the Corporation

- Section 1 The corporation may voluntarily wind up its business should its purpose no longer be relevant or not financially supported. A recommendation to dissolve may be made in writing by the Board or any current member and must be approved by 2/3 vote of members at a regular or extraordinary scheduled meeting. All Information relevant to the recommendation must be distributed to members 30 days prior to this meeting.
- Section 2 The Board shall have the power to wind up business and dissolve the corporation where the corporation (a) has been adjudicated as bankrupt; (b) has disposed of all of its assets and has not conducted any activity for a period of five (5) years; or (c) has no members.
- Section 3 Before any distribution of net assets, all corporate debts and obligations must be paid in full or provided for.

Section 4 After the corporation pays all debts and obligations as provided in section 3 of this article, net assets of the corporation shall be allocated and distributed equally to current individual members, regardless of duration of membership, size of space, or number of spaces rented. All appropriate credits for payments or loans owed to any member and deductions for any member's unpaid obligations shall be made to these accounts. All outstanding negative balances shall be collected from members to the extent practical, as determined by the Board, before any final distribution is made. The balances in accounts as calculated above shall be distributed to the members.

ARTICLE XIV
Non-liability of Directors and Officers

Section 1 The Directors and Officers shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE XV
Amendment of these By Laws

Section 1 Amendment necessitates a 2/3 vote of members at a General Membership Meeting.

Section 2 Members must receive written notice of the exact wording of a proposed amendment at least 30 days prior to meeting.

Section 3 Amendment may be proposed by drafting the content for review and recommendation by the Board.