

CORONA ART ASSOCIATION, INC.
A California Nonprofit Corporation



BYLAWS
2024 Revision

ARTICLE I
NAME AND PURPOSE

1.01 Name

The name of this corporation shall be CORONA ART ASSOCIATION, INC. The business of the corporation may be conducted as CORONA ART ASSOCIATION or CAA.

1.02 Purpose

CORONA ART ASSOCIATION, INC., is a not-for-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

1.03 Mission Statement

The Corona Art Association is dedicated to fostering creativity and artistic expression by providing opportunities for artists and community members of all ages and abilities to engage with the visual arts. Through exhibitions, events, and creative collaborations, we aim to cultivate a vibrant and inclusive environment that celebrates the diversity and talent of local artists while enriching the cultural fabric and vitality of our region.

ARTICLE II
POWERS

2.01 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to effect the charitable purposes for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.02 Nonprofit Status and Exempt Activities Limitation

- a) Nonprofit Legal Status. CORONA ART ASSOCIATION, INC., is a California non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.
- b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no Director, Officer, volunteer, employee, Member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any Director, Officer, Member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and

distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

- c) Distribution Upon Dissolution. Upon termination or dissolution of the CORONA ART ASSOCIATION, INC., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving of the corporation.

The organization to receive the assets of the CORONA ART ASSOCIATION, INC., hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its Members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the CORONA ART ASSOCIATION, INC., by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of California.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the CORONA ART ASSOCIATION, INC., then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of California to be added to the general fund.

ARTICLE III **MEMBERSHIP**

3.01 Determination of Membership

- a) Membership shall be open to anyone interested in furthering the aims of this organization as set forth above.
- b) Members must submit a completed Membership Application.
- c) Members must pay annual dues.
- d) Members are considered in good standing if the above criteria are met.

3.02 Classes of Membership

- a) Individual
- b) Student - valid only with proof of student status
- c) Dual - two friends or family Members
- d) Honorary - may be granted to a person judged by the Board to be worthy. All Honorary Memberships shall be on an annual basis unless otherwise designated.

3.03 Dues

- a) The Board of Officers and Directors shall establish the amount of Membership dues and the classes of Membership subject to approval by the general Membership.
- b) Annual dues are payable on or before January 1.
- c) Any Member who fails to pay dues by the last day of February shall be considered inactive and shall lose all privileges until their dues are made current.
- d) Dues may be prorated for first-time Members only.

3.04 Responsibilities of Membership

- a) Members are expected to read and abide by these Bylaws.
- b) Each Member in good standing shall have one vote. No vote shall be by proxy.
- c) The responsibilities of Membership include: attending General Meetings, participating in CAA art shows and events, volunteering their time on committees, gallery sitting, providing demonstrations or workshops, and providing other assistance as needed by CAA.
- d) The Board has the right to revoke or refuse anyone's Membership by a two-thirds (2/3) vote if their actions are detrimental to the association or its Membership. Notice of such action is to be immediately posted and announced at the next General Meeting.

3.05 General Meetings

- a) There shall be a minimum of ten (10) monthly General Meetings per calendar year. The date and time of which to be determined by the Board.
- b) Quorum: Twenty percent (20%) of Members in good standing shall constitute a quorum at General or Special meetings.

ARTICLE IV

BOARD OF OFFICERS AND DIRECTORS

4.01 Number of Officers and Directors

CORONA ART ASSOCIATION, INC., shall have a Board of Officers and Directors consisting of five (5) elected Officers and no more than five (5) Directors at Large. One (1) Director at Large will be elected by the General Membership. The others will be appointed by the President and approved by the Board.

The Board shall not exceed ten (10) Members as described below:

Elected Positions:

- President
- 1st Vice President
- 2nd Vice President

- Secretary
- Treasurer
- One (1) Director at Large (elected by the General Membership)

Appointed Positions:

- Up to four (4) Directors at Large (appointed by the President)

4.02 Powers

All corporate powers shall be exercised by or under the authority of the Board and the affairs of the CORONA ART ASSOCIATION, INC., shall be managed under the direction of the Board, except as otherwise provided by law.

4.03 Terms of Office

- a) The term of office for elected Board Members is 2 years.
- b) To provide continuity of governance, elections of the President, 2nd Vice President, and Secretary shall take place in odd-numbered years; elections of the 1st Vice President, Treasurer, and Elected Director at Large shall take place in even-numbered years.
- c) Board Members may serve terms in succession, except the President, who shall not serve more than two (2) consecutive elected terms.
- d) The terms of all newly elected Board Members shall commence at the January Board meeting with the Installation of Officers and shall terminate two years later at the January Board meeting.
- e) Appointed Directors at Large serve at the discretion of the President.

4.04 Elections

- a) In September, the President shall call for the formation of the Elections Committee from among the General Membership.
- b) The Coordinator of the Elections Committee shall be appointed by the President and approved by the Board at the October Board meeting.
- c) The Elections Committee shall select qualified Members who are willing to serve in each elected office falling vacant and prepare a ballot for presentation to the General Membership at the General Meeting in November.
- d) If there is but one (1) nominee for each office, the Board Members may be elected by a voice vote by Members in good standing present at the November General Meeting (individual voting ballots not required).
- e) If any office has more than one nominee, each Member in good standing present at the November General Meeting shall receive a voting ballot. Ballots shall be counted by three (3) tellers of election, appointed by the President to the Elections Committee prior to balloting.

- f) Only Members in good standing shall vote.
- g) No vote shall be by proxy.
- h) A plurality vote exists.
- i) Terms of office commence after the Installation of Officers takes place at the first Board meeting of the new year.

4.05 Qualifications and Responsibilities of Officers and Directors

- a) In order to be eligible to serve as an Officer or Director, the individual must be 18 years of age and a paid Member in good standing.
- b) Board Members shall be familiar with the CAA Bylaws and Robert's Rules of Order.
- c) Board Members shall use their CAA email account for official CAA communications and are expected to access their CAA email several times per week.
- d) Board Members shall use CAA's designated online cloud storage service to share, store, and retrieve CAA documents.
- e) Board Members shall support CAA policies and procedures driven by legal and fiduciary changes, such as new or revised Board Agreement, Conflict of Interest Policy, Sexual Harassment Policy, Document Retention Policy, etc.
- f) Board Members shall serve as Coordinator for at least one Standing Committee.

4.06 Removal of Officers or Directors

An Officer or Director may be removed by two-thirds ($\frac{2}{3}$) vote of the Board Members then in office, for any of the following:

- a) The Director is absent from 20% or more scheduled meetings of the Board in a twelve-month period (rounded to the nearest whole number).
- b) Continually failing to perform the duties that they have a fiduciary responsibility to perform, being disruptive, or conducting themselves in a manner deemed detrimental to the Board or the CAA Membership.
- c) If the Board receives complaints, deemed to be serious in nature, in writing from Members.
- d) Violating CAA Bylaws, or violating any Federal or California related law while performing Board related duties for a 501(c)(3) Non-Profit Organization.
- e) Depending upon the infraction, CAA reserves the right to ask for a resignation and/or conduct a thorough investigation, while adhering to privacy laws when dismissing a Board Member. Notice of dismissing a Board Member is to be immediately posted and announced at the next General Meeting.

4.07 Resignation

Any Board Member may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the Board Member is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

4.08 Vacancies

The President may, with the approval of the Board, fill any vacancies or may appoint new Officers or Directors to fill a previously unfilled Board position, subject to the maximum number of Board Members under these Bylaws. Any such Member so appointed shall hold office for the balance of the term of the Board Member being replaced.

4.09 Board of Directors Meetings

- a) Regular Board Meetings. The Board of Officers and Directors shall have a minimum of four (4) and a maximum of twelve (12) regular meetings each calendar year at times and places fixed by the Board.
- b) Special Board Meetings. Special meetings of the Board may be called by the President, the other Board Members, or ten (10) General Members by special petition. A Special meeting must be preceded by at least five (5) days' notice to each Board Member of the date, time, and place -- but not the purpose -- of the meeting.

4.10 Manner of Acting

- a) Quorum. Fifty percent (50%) of Board Members in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be concluded by the Board at any meeting at which a quorum is not present.
- b) Majority Vote. The act of the majority of the Board Members present at a meeting at which a quorum is present shall be the act of the entire Board as a body.
- c) Hung Board Decisions. The President shall have no vote except in case of a tie.
- d) Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if consent is in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an email transmission from an email address on record constitutes a valid writing. The intent of this provision is to allow the Board to use email to approve actions, as long as a quorum of Board Members gives consent.

4.11 Compensation for Board Service

Officers and Directors shall receive no compensation for carrying out their duties as Board Members. The Board may adopt policies providing for reasonable reimbursement for expenses incurred in conjunction with carrying out Board responsibilities.

4.12 Compensation for Professional Services by Directors

Directors and Officers are not restricted from being remunerated for professional services provided to CAA. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Board Conflict of Interest Policy and State law.

4.13 California Nonprofit Law

- a) Directors and Officers should examine the California **DIVISION 2. NONPROFIT CORPORATION LAW 5000-10841.**

- b) Section 5047.5 - Liability of Director or Officer: *(a) The Legislature finds and declares that the services of Directors and Officers of nonprofit corporations who serve without compensation are critical to the efficient conduct and management of the public service and charitable affairs of the people of California. The willingness of volunteers to offer their services has been deterred by a perception that their personal assets are at risk for these activities. The unavailability and unaffordability of appropriate liability insurance makes it difficult for these corporations to protect the personal assets of their volunteer decisionmakers with adequate insurance. It is the public policy of this state to provide incentive and protection to the individuals who perform these important functions.(b) Except as provided in this section, no cause of action for monetary damages shall arise against any person serving without compensation as a Director or Officer of a nonprofit corporation subject to Part 2 (commencing with Section 5110), Part 3 (commencing with Section 7110), or Part 4 (commencing with Section 9110) of this division on account of any negligent act or omission occurring (1) within the scope of that person's duties as a Director acting as a Board Member, or within the scope of that person's duties as an Officer acting in an official capacity; (2) in good faith; (3) in a manner that the person believes to be in the best interest of the corporation; and (4) is in the exercise of his or her policymaking judgment.(c) This section shall not limit the liability of a Director or Officer for any of the following: (1) Self-dealing transactions, as described in Sections 5233 and 9243.(2) Conflicts of interest, as described in Section 7233.(3) Actions described in Sections 5237, 7236, and 9245.(4) In the case of a charitable trust, an action or proceeding against a trustee brought by a beneficiary of that trust.(5) Any action or proceeding brought by the Attorney General.(6) Intentional, wanton, or reckless acts, gross negligence, or an action based on fraud, oppression, or malice.(7) Any action brought under Chapter 2 (commencing with Section 16700) of Part 2 of Division 7 of the Business and Professions Code.(d) This section only applies to nonprofit corporations organized to provide religious, charitable, literary, educational, scientific, social, or other forms of public service that are exempt from federal income taxation under Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code.(e) This section applies only if the nonprofit corporation maintains a liability insurance policy with an amount of coverage of at least the following amounts: (1) If the corporation's annual budget is less than fifty thousand dollars (\$50,000), the minimum required amount is five hundred thousand dollars (\$500,000).(2) If the corporation's annual budget equals or exceeds fifty thousand dollars (\$50,000), the minimum required amount is one million dollars (\$1,000,000).*

This section applies only if the claim against the Director or Officer can also be made directly against the corporation and a liability insurance policy is applicable to the claim. If that policy is found to cover the damages caused by the Director or Officer, no cause

of action as provided in this section shall be maintained against the Director or Officer. (f) For the purposes of this section, the payment of actual expenses incurred in attending meetings or otherwise in the execution of the duties of a Director or Officer shall not constitute compensation. (g) Nothing in this section shall be construed to limit the liability of a nonprofit corporation for any negligent act or omission of a Director, Officer, employee, agent, or servant occurring within the scope of his or her duties. (h) This section does not apply to any corporation that unlawfully restricts Membership, services, or benefits conferred on the basis of political affiliation, age, or any characteristic listed or defined in subdivision (b) or (e) of Section 51 of the Civil Code. (i) This section does not apply to any volunteer Director or Officer who receives compensation from the corporation in any other capacity, including, but not limited to, as an employee. Ca. Corp. Code § 5047.5

ARTICLE V

DUTIES OF OFFICERS AND DIRECTORS

Each Officer and Director shall be responsible for preparing and maintaining a manual/logbook consisting of a record of their year's activities, financial reports, suggestions, and recommendations to guide the incoming office holder. These manuals shall be provided to the new Board Members at the January Board meeting when new Officers and Directors are installed. Electronic format preferred. All Board Members are expected to attend at least 80% of regularly scheduled Board meetings.

5.01 President

- a) The President shall be the chief volunteer Officer of the corporation. The Board president shall lead the Board in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board, and shall perform all other duties incident to the office or properly required by the Board.
- b) Shall prepare the agenda in coordination with the Secretary for all Board and General Meetings.
- c) Shall know and follow the CAA Bylaws and Robert's Rules of Order.
- d) Shall appoint Coordinators for all Standing and Special Committees with Board approval.
- e) Shall dually sign checks with co-signer Officer as required.
- f) Shall operate the Association within the allotted budget.
- g) May serve as a non-voting Member of all committees except the Elections Committee, offering guidance.
- h) Shall ensure that all required State and Federal filings are made on time.

5.02 1st Vice President

- a) In the absence or disability of the President, the ranking Vice President or Vice President designated by the Board shall perform the duties of the Board President. When so acting, the Vice President shall have all the powers of and be subject to all the

restrictions upon the Board President. The Vice President shall have such other powers and perform such other duties prescribed for them by the Board or the Board President.

- b) Shall be responsible for arranging programs of interest pertinent to the purpose and mission of the Association for General Meetings and special events.
- a) Shall, with the assistance of the Board, compile a proposed calendar of events for the upcoming year.
- b) Shall communicate rules covering festivals, shows, and/or exhibits to the Members as soon as practicable.

5.03 2nd Vice President

- a) Shall provide publicity for CAA art shows, special events, General Meeting and any other Association activities.
- b) Shall preside at Board and General Meetings and conduct presidential duties in the absence of the President and 1st Vice President.

5.04 Secretary

- a) Shall record the minutes of the Board and General Meetings.
- b) Shall make available the minutes from the preceding Board meeting no later than 24 hours before the next scheduled General Meeting.
- c) Shall be custodian of the Association records, ensuring that all minutes of the Association meetings are stored in the Art Association record book(s) and in online storage.
- d) Shall oversee the completion and transfer of Officers' and Directors' manuals/logbooks from outgoing to incoming Officers and Directors immediately following each installation of Officers and Directors.
- e) Shall provide a summary of the previous Board meeting minutes at the General Meeting.
- f) Shall be responsible for ordering and maintaining all office supplies necessary to the operation of the Association.
- g) Shall collect and disperse postal mail at least once per week.
- h) Shall retrieve voicemail messages from the CAA telephone account, transcribe messages, return phone calls if appropriate, or if not, notify relevant parties of their messages, at least once per week.
- i) Shall notify Members of mail, checks, messages, packages, etc. that are left in the gallery with due haste and no less than once per month.

5.05 Treasurer

- a) Shall receive all money, have charge of all funds of the Association, and make all

payments on behalf of the Association.

- b) Shall deposit all funds in a bank designated by the Board.
- c) Shall maintain copies of all financial reports in the financial records.
- d) Shall provide the most current financial reports at least 24 hours prior to Board meetings and a brief summary report at General Meetings.
- e) Shall provide a system and process for the management of payments that need to be made to Members who require reimbursement for expenses, artwork sales, consignment sales, or honoraria/stipends for teaching or demonstrations.
- f) Shall, at the direction of the Board, consult with financial or legal professionals (e.g., bookkeeper, accountant, attorney) on behalf of the Corona Art Association as necessary and appropriate for the benefit of the organization.
- g) Shall provide the year's annual financial report including income and expense totals to the Board no later than the December meeting to facilitate budget projection.
- h) Shall prepare and submit an annual report to the California Department of Tax and Fees Administration of sales taxes due.

5.06 Directors At Large

- a) Shall serve as Coordinator of at least one Standing Committee.
- b) Shall assist other Committee Coordinators as assigned by the President.
- c) Shall assist other Board Members where needed.
- d) Shall perform other duties as assigned by the President.

ARTICLE VI COMMITTEES

6.01 Overview

- a) Coordinators of Standing and Special Committees shall be appointed by the President and approved by the Board to serve a term at the pleasure of the President and the Board.
- b) Coordinators that are not Board Members may be invited to attend Board meetings but do not hold the official position of Director and do not have voting privileges.
- c) Coordinators shall select Committee Members from the General Membership to assist in performing the duties specified for their Committee.
- d) The Board has the right to transfer a Standing Committee Coordinator's responsibilities to another Coordinator or eliminate a Standing Committee based on business-related needs or the lack of volunteers.

- e) Standing and Special Committee Coordinators shall submit a written report on the activities and needs of their respective Committees no later than 24 hours before the next scheduled Board Meeting.
- f) Standing Committee Coordinators, or their designees, are expected to participate in CAA events.
- g) Committee Coordinators shall keep a manual/logbook consisting of a record of their activities, financial reports, suggestions and recommendations to guide the next person to fill the role.

6.02 Standing Committees and Coordinators

- 1) Art Shows
- 2) Communications
- 3) Community Outreach
- 4) Elections
- 5) Finance and Audit
- 6) Fundraising
- 7) Gallery and Facility
- 8) Hospitality
- 9) Information Technology
- 10) Maxine Piester Memorial Scholarship
- 11) Membership
- 12) Volunteer Services

6.03 Responsibilities of Standing Committees and Coordinators

Art Shows Committee:

- a) Shall maintain records of art show take in and take out for all regularly occurring CAA art shows.
- b) Shall, with input from the Board, oversee the procedures and policies for take in and take out for the benefit of the Membership and logistical concerns of the Coordinator.
- c) Shall oversee the placement of art in the gallery for shows and special events.
- d) Shall order or obtain ribbons for art show winners as needed.
- e) Shall, in the Fall, collect suggestions from the Membership for art show topics or themes for the following year, to be voted on by the General Membership at the November General Meeting by ballot or voice vote administered by the Art Show Committee Coordinator.
- f) Shall record winning artworks, compute all points necessary, and ensure eligibility to determine the winner of the Artist of the Year award.
- g) Shall determine, with the Artist of the Year, when a one-person show shall be available, and coordinate with the Communications and Hospitality coordinators to provide full

support for the event.

- h) Shall update the Artist of the Year perpetual plaque.

Communications Committee:

- a) Shall manage CAA social media accounts and post information to CAA's official social media channels regularly.
- b) Shall send periodic updates to Members electronically, telephonically, or by postal mail.
- c) Shall document the activities of CAA in a newsletter or blog to be published at least every two months.
- d) Shall maintain a non-Member emailing list, provide sign-up sheets to join emailing list for the gallery and at events, and send announcements to the emailing list when appropriate.

Community Outreach Committee:

- a) Shall represent CAA at community and civic meetings and functions.
- b) Shall act as liaison with other art associations, art centers, museums, the Chamber of Commerce, the City Council(s), and other organizations as requested by the President and the Board.
- c) Shall actively seek community exposure to promote the mission of the Association.
- d) Shall work with the Volunteer Services Coordinator to arrange for volunteers at community events.

Elections Committee:

- a) During September, a Coordinator for the Elections Committee shall be appointed by the President and approved by the Board.
- b) Shall select qualified Members who are willing to have their names submitted for nomination to fill each elective office falling vacant. Their names shall be announced at the November General Meeting. Anyone desiring to introduce additional nominees from the floor may do so at that time, provided said nominee is a Member in good standing and has previously given consent.
- c) Shall provide job descriptions to prospective Board Members from the Bylaws.
- d) Shall provide for balloting or conduct voice vote for the election at the November General Meeting. If there is but one (1) nominee for each office, a voice vote may be conducted. Ballots shall be counted by three (3) tellers of election, appointed by the President to the Elections Committee prior to balloting. Only Members in good standing shall vote. No vote shall be by proxy. A plurality vote exists.

Finance Committee:

- a) Shall oversee the fiduciary responsibilities of the organization.
- b) The Budget Sub-Committee shall consist of the Treasurer, 1st Vice President, 2nd Vice President, Scholarship Coordinator, Fundraising Coordinator, or other Board Members as appointed by the President. They shall submit the annual budget proposal to the Board at the first Board meeting of the new year for approval by the Board. The Board-approved proposed budget shall be presented to the General Membership for approval at the January General Meeting
- c) The Audit Sub-Committee shall review the financial records in the early Spring for the preceding calendar year, except when another method is deemed necessary by the Board, or by a majority vote of the General Membership, or to comply with any State or Federal regulations. The Audit Sub-Committee, appointed by the President, shall consist of up to two Board Members and up to two Members from the general Membership, with the Treasurer as advisor.

Fundraising Committee:

- a) Shall coordinate all fundraising efforts to support the General Fund, Scholarship Fund, CAA moneyed art shows, and other CAA events or projects as needed.

Gallery and Facility Committee:

- b) Shall ensure that the gallery is adequately stocked with basic items such as paper towels, soap, cleaning supplies, trash bags, etc.
- c) Shall conduct inspections of the facility periodically as driven by CAA policies to assure a safe and clean environment and report needs to appropriate City departments or make arrangements for cleaning or repairs, in consultation with the Board.
- d) Shall ensure the gallery and facility are regularly cleaned and the trash taken out.

Hospitality Committee:

- a) Shall create a friendly, welcoming atmosphere at General Meetings and other CAA functions.
- b) Shall be responsible for providing greeters, guest book sign-in, name tags, refreshments, and assistance with functions.
- c) Shall be responsible for coordinating volunteer sign-up for refreshments and organizing items provided for any events requiring it.
- d) Shall ensure that a group of hospitality volunteers attend and provide services including cleanup efforts at all General Meetings and other CAA functions and events.
- e) Shall arrange for stocking of CAA “snack bar” and “coffee bar”, or similar refreshments maintained for purchase in the facility.

Information Technology Committee:

- a) Shall maintain, manage, and secure Internet-based cloud service storage and computing applications (programs) for CAA documents, forms, and information, including but not limited to: files, photos, contacts, calendar, forms, and email.
- b) Shall maintain the website with a Committee Member serving as webmaster, updating it regularly and as necessary, with new information.
- c) Shall grant access to, and provide training for, website or Internet-based cloud service applications to Board and Committee Members requiring it as requested or as necessary.
- d) Shall update official CAA email addresses for Officers and Directors of the Board.
- e) Shall secure and store all technology and online account usernames and passwords opened or maintained on behalf of the Corona Art Association.
- f) Shall provide any information collected via the website or stored on the Internet-based cloud service such as Membership applications, emailing list contacts, financial reports, class rosters, form submissions, etc., to the appropriate Committees, Board Members, or General Members upon request.
- g) Shall assist other Members, as appropriate, in accomplishing information technology related tasks, services, and objectives for the benefit of the organization.

Maxine Piester Memorial Scholarship Committee:

- a) Shall update and revise necessary scholarship application and interview forms annually.
- b) Shall contact CNUUSD schools with application information as early as possible after the schools return after the winter holidays.
- c) Shall review applicants for eligibility and conduct appropriate interviews and portfolio reviews (if required) to determine to whom the scholarship(s) will be awarded.
- d) Shall coordinate with the Fundraising Coordinator and Treasurer to determine the amount and number of scholarships that will be available.
- e) Shall keep accurate records of all applicants for scholarships.
- f) Shall notify recipients of awards and arrange for payment of awards.
- g) Shall work with the Communications and Information Technology Committees to ensure that scholarship recipients receive public recognition.

Membership Committee:

- a) Shall coordinate efforts to recruit new Members.
- b) Shall revise Membership application as necessary.

- c) Shall communicate with new Members regarding benefits and responsibilities of Membership, including training driven by CAA policies, and provide Membership cards.
- d) Shall notify Members when they need to renew. Notification shall be provided via telephone call, email, or postal mail.
- e) Shall keep up-to-date records of Members' status and notify the Board when new Members have joined.
- f) Shall maintain an updated Membership list that is accessible to all Board Members.

Volunteer Services Committee:

- a) Shall coordinate with all committees and the Board to recruit volunteers to assist in the duties and functions of the committees.
- b) Shall coordinate with the Community Outreach Committee to determine the volunteer needs for all CAA community and outreach events and recruit volunteers from among the CAA Membership or appropriate outside sources (e.g. "JustServe.org")
- c) Shall keep a record of volunteers and update the Board as necessary to the status of event staffing.
- d) Shall coordinate with the Communications Coordinator when a "call for volunteers" is required.

6.04 Special (Ad Hoc) Committees

As needs arise, Special Committees shall be convened by the President and approved by the Board. Names may also be suggested by the General Membership. Recommendations from any Special Committee shall be presented to the Board for approval prior to presentation to the General Membership.

ARTICLE VII
PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Revised, shall be the parliamentary authority for this organization in all cases which are applicable but may not supersede CAA Bylaws or Amendments.

ARTICLE VIII
CONTRACTS, CHECKS, LOANS, AND RELATED MATTERS

8.01 Contracts and other Writings

- a) All proposed projects or agreements to be entered into by the Association shall be brought before the Board for approval before any commitment is made. No use of the CAA logo, name, or non-profit status shall be allowed without approval of the Board.
- b) Except as otherwise provided by resolution of the Board, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its

behalf by the President and Treasurer, or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

- c) If necessary, the Board shall engage the services of a legal advisor to assure integrity of contracts between the Association and others.

8.02 Checks and Other Methods of Payment

- a) All checks, drafts, money orders, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by two (2) authorized account signers (President, 1st Vice President, 2nd Vice President, and Treasurer).
- b) No one may sign a check made payable to themselves.
- c) CAA checkbooks and other payment methods shall be kept secured in CAA's place of business with access granted only to account signatories. In cases where a payment must be made in person, the checkbook and/or other payment method may be taken in order to complete the transaction, and then returned to secured storage at CAA's place of business within a reasonable period of time.
- d) Any non-budget disbursement of two hundred dollars (\$200) or more shall require the approval of a majority of the Board of Directors. Any disbursement of greater than twenty-five hundred dollars (\$2500) for non-budgeted items requires the approval of a majority of Members present at a General Meeting.

8.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

8.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

ARTICLE IX MISCELLANEOUS

9.01 Properties

No CAA documents or properties may be removed from the Gallery by any Officer, Director, or Member without prior Board approval.

9.02 Books and Records

- a) The corporation shall keep correct and complete books and records of account and shall

keep minutes of the proceedings of all meetings of its Board of Officers and Directors, a record of all actions taken by the Board without a meeting, and a record of all actions taken by committees of the Board.

- b) The corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.
- c) All minutes of the Association meetings must be stored by the Secretary in the Art Association record book(s) and electronically. Electronic records shall take precedence in cases of discrepancies.

9.03 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

9.04 Conflict of Interest

The Board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, volunteer, employee, affiliate, or Member of a committee with Board-delegated powers.

9.05 Nondiscrimination Policy

The Officers, Directors, Committee Members, employees, volunteers and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of CORONA ART ASSOCIATION, INC., not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

9.06 Bylaws Amendment and Revision

- a) These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Officers and Directors then in office at a meeting of the Board, provided, however, new Bylaws or amendments affecting the number of Board positions, terms of office, election procedures, or Membership classes may only be adopted, repealed or amended at a General or Special Meeting of the Membership by a majority vote of those present in good standing, provided notice of said meeting has been communicated at least ten (10) days prior to such meeting.
- b) An Ad hoc Bylaws Review Committee may be convened at the discretion of the Board or at the request of a majority of the General Membership attending a General Meeting. The committee shall consist of up to three (3) Members from the Board and up to two (2) Members from the General Membership. If no Members from the General Membership volunteer for the committee the Board may conduct the review on its own or cancel the review. Notice of either action is to be reported to the General Membership.
- c) No amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal

- Revenue Code of 1986, or the corresponding section of any future Federal tax code.
- d) All amendments shall be consistent with the original or amended Articles of Incorporation.
 - e) Whenever an amendment or new Bylaw is adopted, a final version shall be bound in the book of Bylaws with the original Bylaws in the appropriate place, and made available electronically to the General Membership. The final version shall bear the signatures of all current Board Members and shall be dated the day of signature. If any Bylaw is repealed, the fact of the repeal with the date of the meeting at which the repeal was enacted or written, or written assent was filed, shall be bound in said book and included in electronic format.

9.07 Sponsorships

- a) Sponsorships shall be open to anyone interested in providing financial assistance, prizes, awards, goods, and merchandise to assist with CAA functions and the mission of the organization.
- b) The Board reserves the right to refuse or return donations or sponsorships from groups or individuals whose activities are not in alignment with the values of the Corona Art Association or the Laws of the Federal Government.
- c) Anyone contributing \$100 or more in cash, gifts, or services (in-kind donations) shall receive acknowledgment in CAA communications.

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION

10.01 Amendment

Any amendment to the original or amended Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

10.02 Filing

The corporation must then prepare and file with the California Secretary of State a Certificate of Amendment of Articles of Incorporation in compliance with California Corporations Code.

Definitions:

- **Ad Hoc:** Created or done for a specific purpose. An ad hoc committee, or a special committee, is an interim committee formed to take care of specific matters in an organization. When task is completed, it disbands.
- **Director At Large:** any Director who does not hold any Officer position in the organization, whether elected or appointed.
- **Board Member:** Any elected or appointed Member of the Board of Officers and Directors.
- **General Member:** Any person who has submitted an application for Membership and is current on their dues.
- **Inure, Inurement:** To have a particular effect or result; commonly used to indicate to whose benefit or advantage the particular effect has been done for.
- **Plurality:** Electoral process in which the candidate who polls more votes than any other candidate is elected. It is distinguished from the majority system, in which, to win, a candidate must receive more votes than all other candidates combined.
- **Proxy (vote):** A vote cast by one person as a representative of another.

CERTIFICATE OF ADOPTION OF BYLAWS

We do hereby certify that the above stated Bylaws of CORONA ART ASSOCIATION, INC., were approved by the CORONA ART ASSOCIATION, INC. Board and/or General Members on _____ and constitute a complete copy of the Bylaws of the corporation.

All Board Members listed below agree to adhere to the Bylaws of the Corona Art Association. By signing this document, the Board Members fully understand their fiduciary responsibility in carrying out their duties on behalf of CAA.

<u>Position</u>	<u>Printed Name</u>	<u>Signature</u>	<u>Date</u>
President	_____	_____	_____
1st Vice President	_____	_____	_____
2nd Vice President	_____	_____	_____
Secretary	_____	_____	_____
Treasurer	_____	_____	_____
Director at Large (elected)	_____	_____	_____
Director at Large (appointed)	_____	_____	_____
Director at Large (appointed)	_____	_____	_____
Director at Large (appointed)	_____	_____	_____
Director at Large (appointed)	_____	_____	_____

In the case of Amendments, all current Directors and Officers must sign a new Signatory Page and attach it to the front of the Amended Bylaws.

BYLAWS AMENDMENT SIGNATORY PAGE

This document constitutes an amendment to the Corona Art Association Bylaws. This signatory page affirms the acceptance of these amendments by CAA's Officers and Directors.

All Board Members listed below agree to adhere to the Bylaws of the Corona Art Association. By signing this document, the Board Members fully understand their fiduciary responsibility in carrying out their duties on behalf of CAA.

<u>Position</u>	<u>Printed Name</u>	<u>Signature</u>	<u>Date</u>
President	_____	_____	_____
1 st Vice President	_____	_____	_____
2 nd Vice President	_____	_____	_____
Secretary	_____	_____	_____
Treasurer	_____	_____	_____
Director at Large (elected)	_____	_____	_____
Director at Large (appointed)	_____	_____	_____
Director at Large (appointed)	_____	_____	_____
Director at Large (appointed)	_____	_____	_____
Director at Large (appointed)	_____	_____	_____