

ART GUILD OF PACIFICA BYLAWS

ARTICLE 1 ORGANIZATION

I. Name

ART GUILD OF PACIFICA (Art Guild or AGP) is a taxable California non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California for public and charitable purposes.

II. Mission

The AGP Mission is to increase the awareness and appreciation of artists and their works in Pacifica and the local area. The specific purpose of this corporation is to aid and promote artists and primarily visual artists in the City of Pacifica and elsewhere and to promote general appreciation of the arts.

ARTICLE 2 OFFICES

I. Principal Office

The principal office of AGP for the transaction of business is located at 1220 B Linda Mar Blvd., Pacifica, CA 94044. AGP may also have offices at such other places as its business may require and as the Board may, from time to time, designate.

ARTICLE 3 BOARD MEMBERS

I. Board Composition:

The Board is composed of a minimum of seven (7) and up to twelve (12) AGP Members:

- A) Four (4) Officers: President (elected), Vice President (elected), Secretary (elected), and Treasurer (appointed)
- B) One (1) at-large Director (appointed)
- C) The immediate past AGP Board President
- D) The current Sanchez Art Center (SAC) Board President

Additional Board appointments may be from existing Board Members and/or AGP Membership. The same person may hold any number of offices except that neither the Secretary nor the Treasurer may serve as the President. Appointments include but are not limited to:

- E) Communications Chair
- F) Membership Chair
- G) West Gallery Chair - in collaboration with SAC
- H) Two (2) Liaisons to the SAC Board, in addition to the President holding this role
- I) One (1) additional At Large position, optional

Board qualifications:

- A. Ideally be an AGP member in good standing for at least 2 years including volunteer participation
- B. Reside in the area served
- C. Understand the AGP mission and goals
- D. Have or be willing to learn the skills for any role requiring specialized knowledge

II. Voting Board Members

The voting Board Members are listed in Section I above. A Board member may fill more than one position but will be entitled to only a single vote.

III. Quorum of the Board

A quorum shall consist of a simple majority (more than 50%) of the Board Members listed in Section I above. If a quorum is not present, no resolutions or voting matters shall be considered by the Board other than a motion to adjourn. Resolutions resulting in a tie vote will be tabled until the following Board Meeting.

IV. Removal and Resignation of a Board Member

Any Board Member may be removed, with or without cause, by a simple majority vote (more than 50%) vote of the total Board Membership, at any time.

A Board Member may resign at any time by giving written notice to the Board or to the President. Any such resignation shall take effect immediately.

V. Vacancy of a Board Member

Any vacancy caused by resignation, removal, or death may or may not be filled, as the Board shall determine. A vacancy in any office other than that of President may be filled temporarily by the President's appointment until such time as the Board shall fill the vacancy. When filled, it shall be ratified by a simple majority (more than 50%) vote of the Board.

VI. Board Meetings

Board Meetings shall have only Board Members in attendance. Any AGP Member who wishes to address the Board shall submit a request to the President to appear before the Board. The President shall place the requested appearance on the agenda at his/her sole discretion.

Board Meetings shall be held quarterly at a minimum. Meetings shall be held with Board Members physically present, or may be virtual (e.g. telephone, email, web conference) when the President determines it is necessary.

VII. Non-Liability of Board Members

Board Members shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE 4
DUTIES OF BOARD MEMBERS

I. General duties of all Board Members include but are not limited to:

- A. Be an AGP Member in good standing
- B. Be knowledgeable of their Board roles and responsibilities.
- C. Be knowledgeable of and supportive of the mission and activities of AGP.
- D. Be a resident of the area served by AGP.
- E. Attend and contribute to Board Meetings and AGP events.
- F. Contribute to Board activities at the direction of the President.
- G. Serve as voting Board Member as designated in Article 3.
- H. Report their activities to the Board and General Membership at the direction of the President.
- I. Perform their role as 100% volunteer without any compensation.
- J. Be knowledgeable of and observe the AGP Bylaws and Guidelines, and the AGP- SAC Operating Agreement.

II. Duties of the President

The President shall be the chief elected Officer. The President or designee shall:

- A. Preside as Chair at all regular and special meetings of the Board and General Membership.
- B. Have the right to call special meetings of AGP Membership and of the Board.
- C. Represent AGP to the SAC Board as a Liaison to the SAC Board and in external communications and meetings with the public or other organizations as required of the Board.
- D. Identify the expertise required for Board positions and provide orientation to fulfill the responsibilities.
- E. Appoint the following voting Board positions from the Board or AGP Membership with Board approval at the first meeting after taking office:
 - 1) Treasurer
 - 2) Communications Chair
 - 3) Membership Chair
 - 4) West Gallery Chair
 - 5) Two (2) AGP Liaisons to the SAC Board
 - 6) One (1) At Large position, and an optional second At Large position
- F. Appoint non-voting non-Board roles from the Board or General Membership at any time necessary to conduct the business of the organization, and with Board approval, e.g. :
 - Election Chair
 - Special Event (s) Chair(s)
 - AGP Annual Member and Exhibition Award Show Coordinator (s)
 - Bylaws Committee Chair
 - AGP-SAC Gallery Attendant Coordinator
- G. Ensure timely and accurate legal, financial, and contractual reporting. Approve AGP documents as necessary including reports required by law (e.g. tax returns and corporation reports).
- H. Be an ex-officio member of all Committees.

III. Duties of the Vice President

The Vice President shall assist and collaborate with the President as necessary including performing activities of the President when the President designates.

IV. Duties of the Secretary

The Secretary shall maintain adequate AGP records (e.g. Board Meeting Minutes, General Membership Meeting Minutes, Committee reports to the Board, Bylaws, and legal filings). These records shall be available in the principle office of AGP and/or on the electronic share portal for Board business.

V. Duties of the Immediate Past President

The immediate past President shall provide historical perspective and guidance from their previous tenure.

VI. Duties of the SAC Board President

The SAC Board President shall represent the interests of the SAC Board to the AGP Board, and communicate items of interest from the AGP Board to the SAC Board.

VII. Duties of the Treasurer

The Treasurer shall:

- A. Maintain adequate books and records of AGP finances including debits, credits, financial activity, and budget.
- B. Ensure timely filing of tax returns and any other financial reports required by law, and provided to the Board as directed by the President.
- C. Serve as Agent for Service of Process, and Authorized Representative unless delegated to another Board Member by the President.

VIII. Duties of the Communications Chair

The Communications Chair shall:

- A. Manage and/or contribute AGP communications to AGP Membership and public as directed by the President, e.g. any newsletter, mailings (email, surface), website postings (AGP, social media.)
- B. Provide notice of AGP General Membership meetings and activities requiring member voting as required by the Board, the law (e.g. annual report), and these Bylaws.

IX. Duties of the West Gallery Committee Chair

The West Gallery Committee Chair shall supervise and coordinate the activities of the West Gallery.

- A. Liaison with the SAC Executive Director and staff to coordinate exhibitions.
- B. Propose AGP exhibit themes to the AGP Board for approval.
- C. Supervise the receipt, hanging/installation, and return of artwork.

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X. Duties of the Membership Chair

The Membership Chair shall:

- A. Maintain names and addresses of record for AGP Membership.
- B. Provide the AGP Membership list at the direction of the President for AGP business, i.e. voting, exhibitions, newsletter, Sanchez Art Center.
- C. Manage the Membership join and renewal process.

XI. Duties of the AGP Board Liaisons to the SAC Board

The Liaisons shall represent the interests of the AGP Board on the SAC Board, and communicate items of interest from SAC Board Meetings to the AGP Board. Appointments will be in compliance with the SAC IRS Rulings and Bylaws.

XII. Duties of the At-Large role

The At-Large role is a general Board role that allows a flexible fit with Board operations as needed and interested.

ARTICLE 5 GENERAL DUTIES OF NON-BOARD POSITIONS

I. General duties of all appointed non-Board positions include but are not limited to:

- A. Be an AGP Member in good standing.
- B. Be knowledgeable of their roles and responsibilities.
- C. Be knowledgeable of and supportive of the mission and activities of AGP.
- D. Act in an advisory capacity without voting authority on the Board.
- E. Manage the designated activities as directed by the President.
- F. Report their activities to the Board and General Membership at regular intervals and as requested by the President.
- G. Perform their role 100% volunteer without any compensation.
- H. Be a resident of the area served by AGP.

ARTICLE 6 ELECTION

I. Nominations

The Election Chair shall:

- A. Solicit nominations for the elected Board from AGP Membership by one or more methods (e.g. General Membership Meeting, newsletter, electronic mail, surface mail). The Chair shall not be a candidate running in the election.
- B. Obtain written confirmation of approval from nominees prior to providing a recommended slate to the current Board for approval.

II. Board Term of Office

The President, Vice President, and Secretary shall be elected every two (2) years for a two (2) calendar year term beginning with the first Board meeting in the first quarter (3 months) after the election. Their term of office shall be limited to two (2) consecutive terms (4 years).

The appointed Board term of office is for two (2) years without term limits.

Board Members shall hold office to the end of the term in which they were elected or appointed, as specified in these Bylaws, or until resignation, removal, or death.

III. Election Procedure

The Election Chair shall direct and supervise the Board election in the last quarter of the applicable calendar year, or as soon as possible in the first quarter of the next calendar year.

AGP Membership shall be notified of the approved nominations at least 30 days prior to the election date by reasonable effort of one or more methods (e.g. General Membership Meeting, newsletter, electronic or surface mail).

Election shall be determined by simple majority (more than 50%) vote of the AGP Membership who vote in that election. The election may be conducted by mail-in ballot, secret paper ballot at a general membership meeting, or electronic voting under conditions established by the Board.

The election for an uncontested slate shall be ratified by acclamation ('show of hands') of AGP Membership, either at a General Membership Meeting or through an electronic voting procedure. If AGP distributes any written election material for any nominee for Officer at AGP's expense, it shall provide the same material at its expense for -all other nominees.

**ARTICLE 7
AGP GENERAL MEMBERSHIP MEETINGS**

I. General Membership Meetings shall be held at least annually, or more frequently as needed, at the principal office of AGP or at such other place or places as may be designated from time to time by resolution of the Board.

II. General Membership Meetings are open to the public.

III. AGP Membership shall be notified of the General Membership Meeting and agenda at least 30 days in advance by reasonable effort by one or more methods (e.g. a general membership meeting, newsletter, electronic mail, surface mail).

IV. General Membership Meetings shall focus on the education, support and encouragement of professional advancement and recognition of artists and their work, and AGP business as needed.

V. General Membership Meetings shall be conducted in an orderly fashion. The President or designee shall preside and have the sole discretion to expel an attendee from the meeting if necessary.

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ARTICLE 8 AGP MEMBERSHIP

- I. AGP Membership shall be open to anyone in the area served who is 18 years or older (adult) and interested in the mission and goals of AGP.
- II. Individual (single adult) and Dual (2 adults at the same address) Memberships are available.
- III. Active AGP Members in good standing (e.g. current dues paid in full) may participate in AGP activities and privileges including voting on AGP business. AGP Membership rights shall not be transferred to another.
- III. AGP Members are encouraged to be knowledgeable of and supportive of the mission and activities of the AGP, volunteer to serve in AGP roles furthering AGP's mission, and vote in Board elections and other General Membership business actions.
- IV. Any action which affects AGP General Membership as a whole (e.g. annual election of Officers, changes to the Bylaws, changes to the annual dues) will be determined by a simple majority (more than 50%) vote of AGP Members in good standing at the time of voting.
- V. Voting may be conducted by mail-in ballot, secret paper ballot at an AGP Membership meeting, or electronic voting under conditions established by the Board and carried out by the position designated by the President.
- VI. Each Individual AGP Member qualified to vote is entitled to one (1) vote, and each adult in the Dual Membership is entitled to one (1) vote for each office or issue.
- VII. The AGP Membership list shall be used only for AGP business upon approval of the President.

ARTICLE 9 TERMINATION OF AGP MEMBERSHIP

- I. AGP Membership shall terminate upon the occurrence of any of the following events:
 - A) The Member's death.
 - B) The Member's notice of termination delivered to the President or Secretary personally or by mail, effective the date of delivery.
 - C) Determination by a simple majority (more than 50%) vote of the Board to expel the Member due to conduct materially and seriously prejudicial to the interests or purposes of AGP.
 - D) The Member's failure to pay annual dues by the renewal due date on record with the Membership Chair.
 - E). No longer a resident of the area served.
- II. Procedure for Expulsion

Upon determination that a Member should be expelled under Section I above:

 - A) A notice shall be sent by certified mail to the last known address of Member indicating the expulsion decision, reasons, and opportunity for a Board hearing. This notice shall be sent at least thirty (30) days before the proposed effective date of the expulsion.

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B) The Member being expelled shall have the opportunity to be heard, either orally or in writing, at a hearing not less than ten (10) days before the effective date of the proposed expulsion. The hearing will be held by a quorum of the Board in accordance with the Board voting rules in these Bylaws. The Member is allowed one support person to appear at the hearing.

C) Following the hearing, a simple majority (more than 50%) vote of the Board shall determine whether or not the Member should be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

ARTICLE 10 BYLAWS

- I. Bylaws shall be reviewed annually by the Board.
- II. Changes to the Bylaws shall be approved by the Board then presented to AGP Membership at least 30 days prior to voting as described in Article 8. Changes become effective upon AGP Membership approval.

ARTICLE 11 DEDICATION-DISSOLUTION CLAUSE

- I. The property of AGP is irrevocably dedicated to educational purposes. No part of the net income or any assets of AGP shall ever inure to the benefit of any Board Member, appointed Non-Board Positions, or AGP Member thereof or to the benefit of any private persons.
- II. Upon dissolution or winding up of AGP, any assets remaining after payment, or provision for payment of debts and liabilities of AGP shall be distributed to a nonprofit fund, foundation, or corporation organized and operated exclusively for educational purposes, and has established its status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 12 FISCAL YEAR

- I. Accounting
The annual accounting period shall end on December 31 of each year.

	Summary of Changes
11Dec2022	<ul style="list-style-type: none">• Restore purpose to align with the Articles of Incorporation, and clarify geographic area• Expand elected Board term of office from 1 to 2 years with a 2 consecutive term (4 years) limit; and change elections from annually to every 2 years• Change the At Large position from elected to appointed, add the option for appointment of a second At Large position, and describe the Duties of this position• Add to General Duties of All Board Members• Update non-Board appointments to current practice and add Duties• Add non-liability of Board• Describe Individual and Dual Membership and minimum age• Clarify Board term of office• Add to reasons for AGP membership termination• Administrative edits and clarifications

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Dec.31, 2014	<ul style="list-style-type: none"> • Updated to reflect current status and practices: <ul style="list-style-type: none"> ◦ Added: <ul style="list-style-type: none"> ▪ AGP is a taxable California non-profit public benefit corporation ▪ Liaisons to SAC Board ▪ Option for electronic communication to membership ▪ Option for voting at general membership meeting ▪ More description of roles and responsibilities ◦ Revised: <ul style="list-style-type: none"> ▪ West Wing to West Gallery ▪ Administrative edits • New: <ul style="list-style-type: none"> ◦ Added: <ul style="list-style-type: none"> ▪ Option for virtual Board Meeting and Board vote ▪ Option for electronic voting ▪ Annual Board review of Bylaws ▪ Summary of Changes ◦ Revised: <ul style="list-style-type: none"> ▪ Change elected Board from 7 to 4 members; with appointments the total Board will be a minimum of 7 up to 12 members ▪ Timing of voting for Board to align the term with fiscal and membership calendar year ▪ Membership termination due to lack of renewal from 30 days after due date to effective immediately
Jan. 15, 2011	<ul style="list-style-type: none"> • Revised Article 6 Section III Election Procedure: added 'voice vote...an uncontested election for Officers ...'
Oct. 7, 2003	
1998	Original

AGP President

Lierre M... ..

Name/Signature/Date

12/11/2022

AGP Vice President

Michele Trausch

Name/Signature/Date

Michele Trausch 12/11/22