

Battle Ground Art Alliance Bylaws

Revised 4/10/24

ARTICLE 1. NAME

Section 1. The name of the organization shall be the Battle Ground Art Alliance.

ARTICLE 2. PURPOSE

Section 1. The purpose of the Art Alliance is to support, encourage and promote artists in our community and to increase public awareness of the arts.

Section 2. This Alliance is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 3. MEMBERSHIP AND CODE OF CONDUCT

Section 1. The Alliance shall be composed of active members and patrons.

Active members of the Alliance have full voting privileges, are eligible to serve in all offices and participate in exhibitions. Active members must pay their annual dues on time and actively participate in the Alliance including functions such art shows, committees, social events, community projects and meetings.

Section 2. A Patron is any person, company, or organization that annually supports this Alliance with finances or by gifts-in-kind.

Section 3. While membership is open to all ages, parents' or guardians' signatures are required for members 18 or younger.

1. Application form includes signature line verifying the approval and support by a parent or guardian.
2. Applicants 18 or younger follow the procedures in Membership Policy / with the addition of a parent's or guardian signature.

Section 4. The image of the Alliance is reflected by the conduct of its individual members. Complaints about misconduct of any member that affects the welfare of the Alliance as a whole will be accepted only in writing to the Board. Complaints or criticism should not be aired in open meetings.

The Board or appointed representatives of the President will hold separate meetings with each party involved and each party shall be given the opportunity of a full hearing. If the facts support the complaint, a formal letter of reprimand will be issued, and the member may be subject to expulsion as decided by the Board.

ARTICLE 4. DUES

Section 2. Dues are for the calendar year and must be paid by January 31st to maintain membership. Dues for new members joining October 1st or later will be credited through the next calendar year.

Section 2. Dues shall be set by The Board and approved by the membership and will be reviewed annually.

ARTICLE 5. MEETINGS – The Board, Membership or Special Meetings

Section 1. Those Active members present at any meeting of the membership shall constitute a quorum for that meeting. Unless otherwise stated in these bylaws or in the statues governing this Alliance, adoption of any matter voted on requires the approval of at least 51% of the votes cast.

Section 2. Each Active member shall be entitled to one vote on any matter brought before the membership. Absent members shall not be entitled.

Section 3. Special meetings shall be convened by order of the President. There will be a reasonable effort made to notify all members not less than seventy-two (72) hours prior to the meeting.

Section 4. Meeting Types

Membership Meetings

A schedule of quarterly membership meetings for the coming year and their locations shall be developed by the Board and published to the membership in the 4th calendar quarter.

A 4th calendar quarter Annual Membership Meeting shall be scheduled in November.

Subsequently, monthly meetings may be scheduled based on membership and/or Board requests.

Annual Membership Meeting in November

A designated 4th calendar quarter Annual Membership Meeting should be scheduled in November. Election of officers shall be held at this meeting or online at the discretion of the Board.

Board Meetings

Board Meetings will be scheduled monthly with the date and time determined by the President. The Vice President may determine the scheduling if the President is unavailable.

A quorum is defined as a minimum of 50% +1 of those present for the transaction of business at any Board meeting.

Special or Emergency Meetings

Special or Emergency meetings may be determined by the President. The time and date will be determined by the President. If needed the Vice President may determine if President is unavailable.

ARTICLE 6. MANAGEMENT

Section 1. The Board shall manage the business affairs of this Alliance.

Section 2. The Board shall consist of the President, Vice President, Secretary, Treasurer, Membership Chair and Communications & Outreach Lead. (i.e. publicity). One or more Members At Large may be added, as the Board determines.

Section 3. Board Elections The term of service of each Board member shall begin in January and run for two calendar years. A nominating committee of a minimum of three members shall be selected for the election(s).

Section 4. Any Board member may be removed from office by a two-thirds vote of the membership at any regular or special meetings of the membership. Notice of the proposed removal of a Board member must be given to such Board member not less than seventy-two (72) hours prior to the date of the meeting at which such removal is to be voted upon. Such notice to the Board members must state the cause for the proposed removal.

Section 5. Unexcused absence from three (3) consecutive meetings of the Board shall be due cause for removal of a member.

Section 6. If a vacancy occurs on the Board, the remaining members of the Board shall appoint an Active member to serve the unexpired term of the Board member.

ARTICLE 7. JOB DESCRIPTIONS**Battle Ground Art Alliance Job Descriptions**

<p>President</p> <p>Elected by the membership for a two-year term. Can be re-elected for consecutive terms.</p>	<ul style="list-style-type: none">• Is a position on the Board.• Presides at all meetings.• Exercises general supervision over all affairs and activities of BGAA.• Serves as ex-officio member with a vote on all committees except the Nominating Committee.• Pays out all funds in the absence of the Treasurer.• Oversees the correspondence of the Board members and committee chairs and archives important documents.• Provides content to webmaster for monthly updates to the homepage and newsletter.• As needed, may contact current members to solicit applications for open positions on the Board.
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<p>Vice President Elected by the membership for a two-year term. Can be re-elected for consecutive terms.</p>	<ul style="list-style-type: none"> • Is a position on the Board. • Assumes the duties of the President in the absence of the President. • With a designated Board member other than the President, the Vice President conducts an end of year annual audit of the financial books, confirms that the bank account balances conform to the monthly financial statements provided by the treasurer, and reports the findings to the Board.
<p>Secretary Elected by the membership for a two-year term. Can be re-elected for consecutive terms.</p>	<ul style="list-style-type: none"> • Is a position on the Board. • Keeps the minutes of all meetings. • Provides copies of the minutes, either written or electronic, to BGAA members within one week of the conclusion of Quarterly meetings.
<p>Treasurer Elected by the membership for a two-year term. Can be re-elected for consecutive terms.</p>	<ul style="list-style-type: none"> • Is a position on the Board. • Receives all BGAA funds, keeping them in a designated bank account(s), as authorized by the Board. • Pays out funds as approved by the Board. • Provides a financial report at each regular Board meeting to be recorded in the minutes. • Assists the membership chairperson with keeping the membership roster current. • Keeps a current file containing details of: <ul style="list-style-type: none"> • bank information and account name change procedures. • post office location, box number, and location of keys, and account name change procedures. • Files all required government forms when due. Maintains 503c status for BGAA. Submits the annual report to the State of Washington. Handles all taxes owed to the State of Washington. • Conducts, with the Vice President and an appointed board member, an annual end of year audit of all financial accounts of BGAA and reports back to the Board. • If the Treasure is replaced in between the regularly scheduled audits, an interim audit will be completed.

<p>Member-At-Large Elected by the membership for a two-year term. Can be re-elected for consecutive terms.</p>	<ul style="list-style-type: none"> • Is a position on the Board. • Is available for ad hoc duties and tasks requested by the Board. • Provides oversight and input on items brought before the Board.
<p>Membership Chair Elected by the membership for a two-year term. Can be re-elected for consecutive terms.</p>	<ul style="list-style-type: none"> • Is a position on the Board. • Maintains the membership list on the BGAA website. • Works with the Treasurer to make sure dues are paid by the membership. • Helps to recruit new members. • Implements a welcoming process that is developed by the Board.
<p>Communications and Outreach (Publicity) Lead Elected by the membership for a two-year term. Can be re-elected for consecutive terms.</p> <p>NOTE: This person works with the website administrator, social media coordinator, publicity contacts and others to ensure that BGAA messages and communications are effectively placed, tracked & reported on.</p>	<ul style="list-style-type: none"> • Is a position on the Board. • Manages BGAA communications and reports to the Board. • Maintains a calendar of events and outreach activities as approved by the Board. • May include other members as needed to fulfill responsibilities. • Manages media: BGAA Website, Facebook (Public and Private), Instagram, Press Releases and Promotions, Surveys, Voting Procedures. • Additional: You Tube, Tik Tok, Other TBD.
<p>Fund Raising Lead</p> <ul style="list-style-type: none"> • A non-Board member committee function. • The committee lead will be appointed by the Board. • Is closely aligned with the Board, Treasurer and the communications-outreach functions. 	<ul style="list-style-type: none"> • Is responsible for outreach aimed at securing funds, in-kind donations, grants, sponsorships and partnerships essential to the BGAA mission and growth objectives. • Key external stakeholders include private & public companies, grant organizations, local, state and government and other non-profits. • Creates a fund-raising strategy & plan with programs as part of the annual budget process (in collaboration with the Treasurer and Communications-Outreach leads). • Communicates with external stakeholders to achieve goals & objectives as outlined in the plan. • Reports fund raising programs results from the plan to the Board.

- **A Note on Co-Positions:** Board positions may or may not have a co-chair. It is a shared position with a single vote.

Board Compensation

Board officers shall not receive any salaries or compensation for their services but may be allowed reimbursement for expenses incurred (with receipts) on behalf of the Alliance by direction of the Members or the Board.

Check Signatures

All checks issued by the Alliance shall have two (2) signatures. Those authorized to sign shall be the President, Vice-President, Treasurer, and others the Board may designate.

ARTICLE 8. COMMITTEES

Section 1. The Membership or the Board may create committees from time to time to assist in the performance of the Alliance's objectives.

Committee leaders chose their own teams.

ARTICLE 9. AMENDMENTS

Section 1. These Bylaws may be amended by a majority vote of The Board present at a meeting for which notice of the proposed Bylaw amendment was an announced item on the agenda. The proposed amendment shall be mailed or e-mailed to all Active members for approval.

DEFINITIONS

Active / Paid Members – For the purposes of this organization, an “active member” is defined as one who is current in their annual dues.

Quorum – A quorum for decisions including those made by the Board shall mean 50% +1 of the active or Board Members present. The definition including “present” applies to both in-person and online decisions/voting.

Social Media – Any online service such as Facebook, Instagram, YouTube, TikTok or similar offerings, paid or free, that may be used to communicate with and between active members.