

## Bylaws of The California Society of Printmakers

As amended February 6, 2008

Proposed changes: additions in bold; removals in strikethrough

### Article 1. Offices:

The principal office of this **501(c)3 non-profit Corporation (and/or society)** for its transaction of business is located in the County of San Francisco, California.

### Article 2. Membership:

#### Section A. Classes of Membership

1. Voting Members. There shall be two classes of voting membership in the ~~Society Corporation~~: artist members and honorary artist members.
2. Non-voting Members. There shall be three classes of non-voting members in the ~~Society Corporation~~: **Friend, Institution, and Business** ~~associate members, patron members, and non-artist honorary members~~. The board shall set the criteria for such memberships.
3. **Student memberships: Upon proof of full-time student status and acceptance by portfolio review, CSP will admit student members with full privileges into the Society. Student members must prove their full-time student status annually. A student member who graduates or becomes part-time must re-apply for regular CSP artist membership, but without portfolio review if there has been no break in membership.**
4. The Board of Directors may authorize other classes of membership.

#### Section B. Membership Fees

1. Annual membership fees for all members other than honorary **and lifetime** members shall be set by the Board of Directors. Annual membership fees shall be due on January 1 of each calendar year. Membership dues shall be paid by ~~January~~ **March** 31 each year.
2. If an artist member is admitted on or after September 1 of any calendar year the member shall pay a single membership fee which is the same as other artist members' annual fees. This fee shall satisfy the membership requirements for both the year the member is admitted and for the subsequent calendar year.
3. Except as provided in **Section B2** above, annual membership fees shall not be pro-rated for a member who joins after January 1.
4. **Artist and student members who have not paid their dues for two years in a five-year period will lose all privileges of membership and will need to re-apply for membership.**

### Section C. Admission of Members

1. Artist members, **including student members**, shall be admitted only after a portfolio review by the Artist Membership Committee (**also known as Portfolio Review**) as provided in Article 5, Section B(1). The Board shall adopt written criteria for admission of artist members. A copy of these criteria shall be made available to all artist member applicants.
2. Honorary members may be admitted at any time by a vote of the 2/3 of the members of the Board of Directors present at any meeting for which there is a quorum.
3. Former members shall be readmitted upon payment of the current year's membership fees and without a portfolio review if they apply within two years of the last year in which they were artist members. After ~~three~~ **two** years of non-membership, a former member may be readmitted only after a portfolio review.
4. ~~Associate and Patron~~ **Friend, Institutional, and Business** members shall be admitted upon payment of the membership fees set by the Board of Directors.

### Section D. Membership Shows/**Exhibitions**

The Board of Directors shall, to the extent possible, arrange for at least one annual public membership show for the artist members. In its discretion, the Board may split the membership into two groups and have a separate membership show for each group. The annual membership show shall not be juried, and no entry, installation, or other fee shall be charged to the members for participation in the show. However, members may be required to pay for framing, shipping and delivery of their work to and from the annual membership show. The Board may also arrange for additional shows, which may be juried or subject to other requirements, and which may be open to non-members.

## Article 3. Board of Directors:

### Section A. Powers

This ~~society Corporation~~ shall have powers to the full extent allowed by law. All powers and activities shall be exercised and managed directly by the board or delegated under the ultimate direction of the board.

### Section B. Number of Directors **and Officers**

There shall be no fewer than five (5) and no greater than twenty-one (21) authorized directors (**members of the board**) of this ~~society Corporation~~. All officers of the ~~Society Corporation~~ shall **also** be members of the Board of Directors.

1. Officers shall include a president, vice president, secretary, and treasurer. The Board of Directors may authorize additional named officer positions in its discretion.
2. All other members of the board shall be designated as **directors or** at-large members (e.g, not officers of the board).

#### Section C. Term of Office

Each director shall be elected by the membership at the annual membership meeting for a term of one year. The membership shall elect the president, **the vice president**, the secretary and the treasurer. **The president and treasurer will serve for a minimum of two years.** Other members of the Board of Directors shall be elected either as at-large members or for specific ~~officer~~ positions as determined by the Board of Directors. Each director shall hold office until the expiration of **their** ~~his or her~~ term and until a successor has been chosen.

#### Section D. Compensation

At all times, fifty-one percent (51%) or more of the directors shall be persons who have not been compensated, and whose spouse and immediate family members have not been compensated, within the previous 12 months, by this **society Corporation** for services performed for this **society Corporation**. However, a director may be allowed advancement or reimbursement for expenses reasonably anticipated or incurred in the performance of **their** ~~his or her~~ or duties. No director or **their** ~~his or her~~ spouse or immediate family member shall be compensated for services performed for the **Society Corporation** during the director's term of office.

#### Section E. Vacancies

A vacancy shall exist on the death, resignation, or removal of any director, or whenever the actual number of directors is less than the authorized number for any reason. Resignation shall be effective upon receipt of written notice by the board, the chair, the president, or the secretary. Vacancies may be filled by the board for the unexpired portion of the term.

#### Section F. Standard of Care

A director shall perform the duties of a director, including duties as a member of any committee of the board, in good faith, in a manner such director believes to be in the best interest of this **society Corporation** and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared by:

1. One or more officers or employees of the **Society Corporation** whom the director believes to be reliable and competent in the matters presented;
2. Counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional competence; or
3. A committee of the board upon which the director does not serve "as to matters within its designated authority, which committee the director believes to merit confidence" so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.
4. A person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the **Society Corporation** or assets held by it are dedicated.

#### Section G. Investments

With respect to investments, the standard care for a director's performance of duties as a director shall apply. Except when dealing with assets held and used directly in carrying out this **society Corporation** charitable activities, the board shall avoid speculation, looking instead to the permanent disposition of funds, considering the probable income as well as the probable safety of this **society's Corporation's** capital.

#### Section H. Loans

This **society Corporation** shall not loan money or property to or guarantee the obligation of any director or officer. The **Society Corporation** may advance money to a director or an officer for expenses reasonably anticipated to be incurred in performance of **their** ~~his or her~~ duties as provided in Section D above.

#### Section I. Self-Dealing Transactions

Except as provided in this section, the board shall not approve a self-dealing transaction. A self-dealing transaction is one to which the **Society Corporation** is a party and in which one or more of the directors or a director's spouses or immediate family member has a material financial interest. The Board of Directors may approve a self-dealing transaction if the board determines that the transaction is in the best interests of and is fair and reasonable to this **society Corporation**, and after reasonable investigation under the circumstances, determines that this **society Corporation** could not have

obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the board, in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction and by a vote of two-thirds (2/3) of the directors then in office, without counting the vote of the interested director(s).

#### Section J. Indemnification

This ~~society Corporation~~ may provide indemnification to the full extent allowed by law. The board may adopt a resolution authorizing the purchase of insurance on behalf of any agent of this ~~society Corporation~~ against any liability asserted (other than for violating provisions of law relating to self-dealing) against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this ~~society Corporation~~ would have the power to indemnify the agent against that liability under law.

#### Section K. Inspection

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this ~~society Corporation~~.

### Article 4. Meetings:

#### Section A. Annual Membership Meeting

1. A meeting of the entire membership shall be held at least once a year. ~~preferably during the month of March.~~
2. A notice of the meeting with an agenda containing the names of candidates for the Board of Directors shall be sent ~~by United States mail~~ to all members at least two weeks prior to the meeting. The names of additional candidates for the Board of Directors may be added at the time of the meeting.
3. Members of the Board of Directors, including the president, **vice president** secretary and treasurer, at-large members, and such other named directors as the board shall determine, shall be elected by a majority vote of those members present at the meeting.

#### Section B. Board of Directors Meetings, Required Notice

1. A meeting of the Board of Directors shall be held at least once a year. Each meeting shall be called by the ~~chair~~, the president, or by any two directors, by written notice delivered personally or by telephone or email or mailed first-class mail at least four (4) calendar days prior to any such meeting. The notice shall state the time and place of the meeting. A member of the Board of Directors who does not have email access may request to be notified in some other manner.

2. All meetings of the Board of Directors shall be open to the membership of the **Society Corporation**. The dates and times of the meetings shall be announced. ~~on the California Society of Printmakers website.~~
3. Waiver of Notice and Consent to Holding Meetings. The transactions of any meetings of the board are as valid as though the meeting had been held after proper call and notice, provided a quorum of directors is present and that each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
4. Quorum. A majority of the directors then in office shall constitute a quorum, but such number shall not be less than one-third of the current number of directors, or one-fifth (1/5) of the authorized number of directors' whichever number is greater. The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors provided that any action taken must be approved by at least a majority of the required quorum for such meeting.
5. Majority Action as Board Action. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or bylaws of this **society Corporation**, or provisions of the California Nonprofit Public Benefit Corporation Code prohibits the act or decision or requires a greater vote than a majority.
6. Action by Consent Without Meeting. Any action required or permitted to be taken by the board may be taken without a meeting, if all two-thirds (2/3) of the members of the board consent in writing or by email to such action and if no member of the board specifically requests that the matter be heard at the next board meeting. Written consent or email consents shall be filed with the minutes of the proceedings of the board and shall have the same force and effect as a vote of the directors.

## Article 5. Committees

### Section A. Committees of Directors

The Board of Directors may, by resolution, designate one or more committees, each consisting of two or more directors to serve at the pleasure of the board. Appointments to such committees shall be by majority vote of the directors then in office. Any committee, to the extent provided in the resolution, shall have all the authority of the board, except that no committee, regardless of board resolution may:

1. Fill vacancies on the Board of Directors or on any committee;

2. Fix compensation of directors for serving on the board or on any committee;
3. Amend or repeal bylaws or adopt new bylaws;
4. Amend or repeal any resolution of the Board of Directors;
5. Appoint any other committees of the Board of Directors or the members of these committees;
6. Spend corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
7. Approve any transaction to which this **society Corporation** is a party and in which one or more of the directors has a material financial interest, except as expressly provided by these bylaws.

#### Section B. Artist Membership Committee (**Portfolio Review**)

Those members of the Board of Directors who are artist members of the **Society Corporation** shall also serve as the Artist Membership Committee. Past members of the Board of Directors who are current artist members or honorary artist members shall be eligible to serve as voting members of the Artist Membership Committee.

1. This committee shall approve, by a majority of those present **or reviewing submitted work**, applications for artist membership based on their evaluation of the exhibit record and work of the applicants in accordance with policies adopted by the Board of Director pursuant to Article 2, Section (C)(1).
2. ~~This Committee may recommend to the Board of Directors that printmakers of established reputation be invited for Artist Membership.~~

#### Section C. Meetings

Meetings and actions of committees shall be governed by and held and taken in accordance with the provisions of these bylaws concerning meetings of directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members.

### Article 6. Officers, **Directors** and Agents

#### Section A. Officers

The president shall be responsible to the board for the management, direction, and administration of the **Society Corporation**. The president, **vice president**, secretary and treasurer shall perform the usual duties of such offices.

#### Section B. Election

Except for those officers elected by the membership at the annual meeting, **directors** ~~officers~~ of this **Society Corporation** shall be chosen annually by the board from among the current board members **and from the membership**, and each shall serve at the pleasure of the board.

#### Section C. Employees and Agents

The Board of Directors may appoint such employees or agents as it may deem desirable, and such employees or agents shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors, provided that no member of the Board of Directors, or **their** ~~his or her~~ spouse or immediate family member, may be compensated for **their** ~~his or her~~ service as an employee or agent.

#### Section D. Resignation

Any officer may resign at any time by giving written notice to the Board of Directors, ~~the chairman or chairwoman~~, the president, **the vice president**, or the secretary, or **treasurer** of the **Society Corporation**.

**All additional director positions (not including officers) may resign verbally and or in writing to the office of the Board of Directors.**

#### Section E. Vacancies

A vacancy in any office, including membership on the Board of Directors, for any reason shall be filled by the Board of Directors.

#### Section F. **President** ~~Chairman/Chairwoman~~

The **president**, ~~chairman or chairwoman~~ of the Board of Directors shall preside at all meetings of the Board of Directors and shall exercise and perform such other powers and duties as may be from time to time assigned by the board or prescribed by the bylaws. **In the absence of the president, the vice president, secretary, and or treasurer may reside in said order.**

### Article 7. Miscellaneous Provisions

#### Section A. Execution of Instruments

The Board of Directors except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the **Society Corporation** to enter into any contract or execute and deliver any instrument in the name of and on behalf of the **Society Corporation**, and such authority however such authority shall be confined to specified transactions or purposes. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the **Society Corporation** by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### Section B. Keeping Record



The ~~**Society Corporation**~~ shall keep adequate and correct records of accounts and minutes of the proceedings of its board and committees of the board. The minutes shall be kept in written form or in any other form capable of being converted to written form.

#### Section C. Fiscal Year

The fiscal year of this ~~**society Corporation**~~ shall end each year on December 31.

#### Section D. Contracts

All contracts entered into on behalf of this ~~**society Corporation**~~ must be authorized by the board.

#### Section E. Deposits

All funds of the ~~**Society Corporation**~~ shall be deposited from time to time to the credit of the ~~**Society Corporation**~~ in such banks, trust companies, or other depositories as the board may select.

#### Section F. Checks and Notes

Except as otherwise specifically provided by resolution of the board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the ~~**Society Corporation**~~, shall be signed by the president or the treasurer. Amounts over ~~\$250~~ **\$750** must be signed by both the president and the treasurer unless specifically authorized by the board.

#### Section G. Gifts

The board may accept on behalf of the ~~**Society Corporation**~~ any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the ~~**Society Corporation**~~.

#### Section H. Annual Financial Report

The president shall furnish a written report annually to each director of the ~~**Society Corporation**~~ containing the following information in appropriate detail:

1. The assets and liabilities, including the trust funds, of the ~~**Society Corporation**~~ as of the end of the fiscal year;
2. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
3. The revenue or receipts of the ~~**Society Corporation**~~, both unrestricted and restricted to particular purposes, during the fiscal year.

#### Section I. Amendment of Bylaws

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, proposed amendments to these bylaws must be submitted in writing to the voting members at least ~~three~~ **two** weeks in advance of the board meeting at which they will be considered for adoption. The vote of a majority of the members present at any meeting shall be required to adopt a bylaw amendment.