

Gresham Area League for the Arts ~ GALA
Bylaws – 6/13/2024

These bylaws (“Bylaws”) govern the affairs of Gresham Area League for the Arts (GALA), a non-profit corporation (the “Corporation”) organized and existing under the regulations and ordinances of the State of Oregon. In addition to the Bylaws, GALA will incorporate a set of Standing Rules with more details to govern the organization.

ARTICLE I – NAME OF ORGANIZATION

The Name of this organization is the Gresham Area League for the Arts, also known by the acronym of GALA.

ARTICLE II – CORPORATE PURPOSE

Section 1 – Nonprofit Purpose

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2 – Specific Purpose

1. The Purpose of GALA is to promote emerging and established visual artists of East Multnomah County; foster a learning environment for the appreciation of art, art history, craft, creativity and artistic philosophy; build awareness of the talent, achievements, diversity, and rich cultures that comprise our community; and cultivate lifelong appreciation, learning, enrichment and understanding of the visual arts and artistic experience.
2. GALA fulfills its Purpose by:
 - Promoting the work of local and regional artists through exhibits and other presentation opportunities;
 - Actively seeking, promoting, and facilitating educational opportunities for artistic growth and awareness; to encourage opportunities to further progress in their craft;
 - Promoting and maintaining active members within the League while collaborating with other arts organizations and entities throughout the region.

ARTICLE III – NON-MEMBERSHIP AND MEMBERSHIP

Section 1 - This Corporation shall have no members as that term is defined by Oregon Revised Statutes Chapter 65, but shall have members for other purposes. These members shall have none of the rights or duties described in ORS Chapter 65 (or any corresponding future statute).

Section 2 – Classes of Membership

This Corporation shall have two classes of membership: Committee and/or Board Members [Members] and Associate Members [Associates].

- a. Committee Members - Application for membership shall be open to any current resident, business operator, or employee of the Gresham Area, East Multnomah County, or Portland Metro region that supports the purpose statement in Article II, Section 2. There will be no charge or dues required to become a Member but they will be required to join a Committee and assist with promoting the mission and goals of the organization on a regular basis. They will attend Committee or Board meetings on a regular basis or as defined elsewhere in Standing Rules or Bylaws.
- b. Board Members - Board Members of this organization are defined in Article IV.
- c. Associates - Individuals who wish to assist GALA with specific tasks or limited activities, and are not required to attend regular meetings. The Associates will be directed to and coordinated by the Volunteer Committee. Associates procedures will be maintained in the Standing Rules.

Section 3 - Voting Rights

- a. Committee Members - Members may vote within their committees, however they do not have Board voting rights unless they are members of the Board of Directors.
- b. Associates - Associates do not have voting privileges.

Section 4 - Termination of Members and Affiliates

- a. Members who are not able to fulfill their commitment to GALA, as defined under Article III Section 2, will be terminated following a resignation letter received by GALA or sent by GALA to the member.
- b. Members or Associates engaged in malfeasance or who are aggressive, threatening or otherwise engage in inappropriate behavior will be terminated.
- c. Associates who have completed their tasks or activities may decide to continue or end the relationship with GALA. The Volunteer Committee will maintain contact with Associates to determine their status.

ARTICLE IV – EXECUTIVE BOARD AND BOARD OF DIRECTORS

Section 1 – Executive Board

The Executive Board consists of the elected officers, with a minimum of five serving on the Executive Board. The duties and number of elected Executive Board Members may be altered through the Standing Rules. Primary Executive Board officers include five (5) members including President, Vice President, Secretary, Treasurer, and At-Large.

The Executive Board’s responsibilities are as follows:

1. Contribute to the creation of and approve the budget to be presented to the Board of Directors at the Annual Meeting,
2. Ensure that the organization’s financial standing is secure and that all income is deposited and all expenses paid as outlined under the Treasurer’s responsibilities in the Standing Rules,
3. Ensure that an audit is performed as defined in the Standing Rules,
4. Select a financial institute and determine processes on working with that institution,
5. Review the expenditures and income against budget prior to presenting the status of the budget each quarter,

6. Appoint two individuals from the Board of Directors to serve on the Nominating Committee three months prior to the annual meeting,
7. Be available for ad hoc meetings, to make decisions about urgent matters that could be consequential for the organization,
8. Study important issues and then present the findings and insights to the full Board,
9. Is accountable to the Board.

Section 2 – Board of Directors

The Board of Directors will include the Executive Board, Committee Chairs or their designees, and at-large members. When the phrase “Board of Directors” is used, it is referring to this composition of membership. No Board member may hold more than one position on the Board at one time.

Section 3 – General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 4 - Number and Requirements

The number of Directors shall be fixed from time-to-time by the Board of Directors but shall consist of no less than five (5), provided, however, the Board Members in office may still manage the business of the Corporation even if there are fewer than five (5) Board Members in office.

Section 5 – Nominating committee, election process for Executive Board and placement of additional members on the Board of Directors.

1. Nominating committee.
 - a. The Executive Committee will appoint two Board Members three months prior to the election of members and officers of the Board of Directors to serve as the Nominating Committee. The role of the Nominating Committee is to present a slate of officers to the Board for review. The Nominating Committee should also consult with the Board of Directors about the skills needed for the organization to meet forthcoming demands as well as names of individuals who may provide those skills.
 - b. The Nominating Committee will announce a call for potential Executive Board members describing the process, due dates for applications, and the interview process. They will also set up the timeline up to the date of the election and share it with all Board Members at a Board of Directors meeting at least three months before the Board election held the month prior to the Fiscal and Administrative Year.
 - c. The Nominating Committee will also review the requirements expected of the next Board, and ask the sitting Board members if they are able to perform their current positions with the new expectations, if any.
 - d. The Nominating Committee will act independently and will present their recommendations to the Executive Committee two months prior to the annual meeting. The Executive Committee will review the recommendations and consult with the Nominating Committee as needed.
 - e. Based on review of the recommendations from the Nominating Committee and any additional conversation with the Committee, the Executive Committee will announce

the recommended slate of Officers to the Board of Directors at the regularly scheduled Board meeting one month prior to the annual meeting. In addition, the Executive Committee will announce the number of Board positions open at this same meeting.

- f. At the annual meeting, the same slate of Officers will be presented. Nominations may be made from the floor, with those assembled, and with a quorum, approving the nominations. The maximum number of Board openings will remain fixed for the year regardless of the number of names presented for consideration. The Executive Board members receiving the most votes for the number of positions open will serve on the Executive Board.

2. Executive Board appointments to the Board of Directors

- a. Transitional Organization Meeting. Following the Annual Meeting for the election of the Executive Board, the Executive Board Members will meet to appoint representatives from the various committees that will serve on the Board.
- b. First meeting of the full Board. Following the Transitional Organization Meeting, the full Board will hold its first meeting.

Section 6 - Terms of Office

All Board members serve for two years. Initially, some members will be voted to serve for one year to allow the staggering of terms, but those positions will be filled by members serving two years.

Section 7 - Removal of Directors and committee members

1. Board Members

- a. Any Board Member who fails to meet responsibilities outlined in the Standing Rules in any given fiscal year may not be eligible to be re-elected or reappointed to the Board. Notwithstanding the foregoing, the responsibilities listed in the Standing Rules for a Board Member may be waived in the appropriate case by the Executive Committee.
- b. In addition to not meeting the requirements of a Board Member outlined in Section 4.1 of this Article, a Member may be removed from office, with or without cause, by the Board of Directors upon recommendation by the Executive Committee.

2. Committee members

- a. Any Committee Member who fails to meet responsibilities outlined in Article III Section 2, or in the Standing Rules, will be brought to the attention of the Board by the Committee Chair and the Board will follow the process outlined in Standing Rules for terminating or taking other steps.

Section 8 - Vacancies

1. Executive Committee

- a. Vacancies in the Executive Committee may be filled by a majority vote of the Executive Committee or may be filled by the President.

2. Committee Representation

- a. Committees may elect a person to represent their committee lead

3. At large members

- a. The Board will elect at-large members.

ARTICLE V - COMMITTEES

Section 1 - Committee membership is open to anyone who wishes to be involved with GALA's mission and goals. Committees are listed in the Standing Rules.

Section 2 – Committee representation on the Board of Directors.

The Leads or a Lead Designated member from each of the Committees described in the Standing Rules document will be a voting member of the Board of Directors.

ARTICLE VI - MEETINGS

Section 1 - Annual Meeting/Regular Meetings and notification

A schedule of the Annual and Regular Board meetings will be designated at the beginning of each administrative year. The meeting will be scheduled in a manner that informs all Directors of the time and place even though the date may change from month to month, without additional notice. The posting of special meetings are sufficient for meeting notification.

Section 2 - Special Meetings and notification

In case of special called meetings, written notice will be sent via e-mail or text. The notice shall contain a general statement/agenda of the proposed business to be transacted and shall be provided within three (3) days prior to the date of the meeting. The Board Member(s) responsible for calling the meeting shall provide an overview of the subject to be discussed to the President for dissemination to all Board Members. Only the business set forth in the notice of a special called meeting may be transacted at the meeting.

Section 2– Meetings through telecommunications

Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications in which all directors participating may hear each other and participate in the activities of the meeting.

Section 3 - Quorum and Voting

The presence of a majority number of Board Members duly elected or appointed to the Board and in office the quorum is based on the number of Directors in office immediately before the meeting shall constitute a quorum for the transaction of business at any regular or special meeting of the Board. Each Board Member is allotted one vote. A meeting at which a quorum is present shall continue notwithstanding the withdrawal of Board Members, but any action taken must be approved by at least a majority of the votes cast by Board Members constituting the required quorum for the meeting.

Section 4 - Voting via Email and Other Electronic Means

There must be at least a 48-hour meeting period to give Directors a chance to read and respond to their emails or to change their vote before the deadline. All of the following requirements must be met:

- Motion to approve action via email is approved by a majority of directors in office;
- ALL Directors have provided an email address and will be sent a notice of the electronic action;
- The electronic notice of the action being considered must clearly state the proposed; action being voted on and when it will be effective;

- The electronic notice must give Directors at least 48 hours to vote;
- A Director can change their vote any time during the voting period;
- An affirmative vote of the majority of Directors in office (not just the ones responding to the electronic notice) is needed to pass the action, unless your Articles of Incorporation or Bylaws require a greater vote;
- Electronic notice and email vote must be noted in the minutes.

Section 4 - Board Proxy Voting

Board members cannot give their right to vote to another Board Member or anyone else to vote by proxy during a Board meeting.

Section 5 - Board Action Without Meeting

Any action required or permitted to be taken at a meeting of Board Members may be taken without a meeting if the consent to act is provided in writing and signed by the number of Board Members necessary to take action at a meeting with a quorum. The consent to act must state the date of each Board Member's signature. Prompt notice of the resultant action by the Board Members without a meeting must be given to each Board Member entitled to a vote.

ARTICLE VII - COMPENSATION

No Board Member shall receive distributions of funds. However, if a Board Member is tasked with a long term job that is paid hourly or by contract, this is possible upon approval of the Board of Directors. The job should define specific tasks and deadlines, and not be one that volunteers would normally be providing. Proper annual filing of income by GALA with the IRS and Oregon state will be required, as well as other requirements of paying taxes, Social Security, etc. if hourly.

ARTICLE VIII- CORPORATE INDEMNITY OF OFFICERS AND DIRECTORS

Section 1. Indemnification

The Corporation *elects to indemnify its Directors, Officers, Employees and Agents for liability and related expenses under [ORS 65.387 to 65.414](#).*

ARTICLE IX-CONFLICT OF INTEREST

An annual form will be completed or updated by individual Directors during or shortly after the Annual Meeting of the Board Members.

ARTICLE X – AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by a majority vote of Directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two days' notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

ARTICLE XI - FISCAL AND ADMINISTRATIVE YEAR

The fiscal and administrative year will begin on March 1 of each year.

ARTICLE XII – DISSOLUTION

If the Board of Directors dissolves the organization, after all debts are resolved, the remaining balance of the funds will be given to the Center For The Arts Foundation or another 501 (c) (3) organizations that support arts and culture in the Gresham, East Multnomah, and neighboring areas of Portland.

These bylaws were approved by the outgoing formation committee on April 15, 2024.

Signed by: Barbara Solomon

Signed by: Katherine Toft

Title: President

Title: Secretary

Date: 6-13-24

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Initial completion 4/15/2024, updated 5/9/2024, approved 6/13/2024.